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September 21, 1998

*Via Federal Express*  
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

100002646201--9  
-09/22/98--01055--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Williston Medical Center, Inc. Name Change

Dear Sir/Madam:

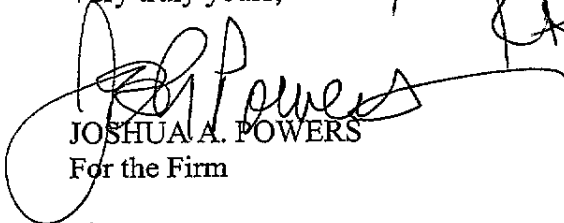
Please find enclosed for your review the Articles of Amendment to the Articles of Incorporation of Williston Medical Center, Inc. and a check in the amount of \$87.50.

The check in the amount of \$87.50 is to cover the \$35.00 filing fee and the \$52.50 cost for a certified copy of the Amendment.

I am also enclosing a Federal Express return package, with my law firm's billing number so that I will be billed for the Federal Express return package.

Thank you very much for your time and cooperation. If you have any questions, please do not hesitate to contact me at any time.

Very truly yours,

  
JOSHUA A. POWERS  
For the Firm

JAP:bc  
Encls.

cc: Sue Palmer - w/enclosures

NO  
JAG 9/28  
Sample people  
as F 98000004332  
JAG 9/28

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF  
WILLISTON MEDICAL CENTER, INC.**

**July 28, 1998**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I of the Articles of Incorporation of Williston Medical Center, Inc., which were filed on October 11, 1994 with the Florida Secretary of State, are hereby amended to change the name from Williston Medical Center, Inc. to HealthCorp of Florida, Inc.
2. The date of the Amendment's adoption is the 30th day of September, 1998.
3. The Amendment was approved by the Sole Shareholder. The number of votes cast for the Amendment was sufficient for its approval.

Signed the 19th day of August, 1998.

  
\_\_\_\_\_  
ROGER W. GLASS, President

**FILED**  
98 SEP 22 AM 10:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACTIONS OF THE SOLE SHAREHOLDER / DIRECTOR OF  
WILLISTON MEDICAL CENTER, INC. TAKEN BY WRITTEN CONSENT**

**July 28, 1998**

The undersigned Sole Shareholder/Director consents to the following actions of the Shareholder/Director of Williston Medical Center, Inc., being taken by the written consent of the Sole Shareholder/Director pursuant to the provisions of the Florida Business Corporation Act.

The undersigned Sole Shareholder/Director hereby votes in favor of the following actions and such actions hereby are adopted and approved by written consent:

1. Article I of the Articles of Incorporation of Williston Medical Center, Inc. filed with the Florida Secretary of State on October 11, 1994 is hereby amended to change the name from Williston Medical Center, Inc. to HealthCorp of Florida, Inc.
2. The Chairman of the Board, the President or such other officers as either of them may appoint, or any one of them, hereby are authorized, from time to time to do, or to cause to be done, all acts and to make, execute and deliver, or cause to be made, executed and delivered, all agreements, certificates, documents and instruments, together with such modifications thereto as the Chairman of the Board or the President, in the exercise of his or their sole discretion, may approve (such approval of the Chairman of the Board or the President being conclusively evidenced by the execution of such agreement, certificate, document or instrument), in the name and on behalf of Williston Medical Center, Inc. and/or HealthCorp of Florida, Inc. as he or they may deem necessary, advisable or appropriate to affect and carry out the foregoing actions and the purpose and intent thereof.

IN WITNESS WHEREOF, the undersigned person, being the Sole Shareholder/Director of Williston Medical Center, Inc. approves these actions taken by written consent of the Sole Shareholder/Director effective August 31, 1998.

SOLE SHAREHOLDER/DIRECTOR

  
T. FARRELL HAYES