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ACCOUNT NO. : 07210000032

REFERENCE: 727852 4340257

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: March 4, 1998

ORDER TIME: 10:58 AM

ORDER NO. : 727852-005

CUSTOMER NO: 4340257

Kathleen Haggerty, Legal Asst. CUSTOMER:

Smith, Hulsey & Busey 225 Water St. / Ste. 1800 First Union National Bank Twr.

Jacksonville, FL 32202

DOMESTIC AMENDMENT FILING

NAME:

BAPTIST/ST. VINCENT'S

PHYSICIAN PRACTICE MANAGEMENT

COMPANY

EFFICTIVE DATE:

_ ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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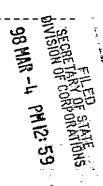
CERTIFICATE OF GOOD STANDING

DIVISION OF CORPORATION

CONTACT PERSON:

Deborah Schroder 20:2/ Wexamines; Sinitials:

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ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF

BAPTIST/ST. VINCENT'S PHYSICIAN PRACTICE MANAGEMENT COMPANY

- A. The name of this Corporation is Baptist/St. Vincent's Physician Practice Management Company.
- B. An amendment to the Articles of Incorporation was adopted on January 27, 1998, by the shareholder of this Corporation to amend Article VIII of the Articles of Incorporation to read as follows:

"ARTICLE VIII - AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation by the affirmative vote of at least three-fourths of the members of the Board of Directors then in office (which shall include at least two physician members of the Board of Directors nominated by each physician group, if any, that is represented on the Board of Directors). However, amendments to these Articles of Incorporation shall not become effective until ratified (i) by the shareholder of this Corporation, acting by the affirmative vote of at least three-fourths of its directors then in office, and (ii) solely in respect of amendments that change the mission and philosophy statement of this Corporation, by Baptist Health System, Inc., and Daughters of Charity National Health System-East, Inc."

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The shareholder of this Corporation was entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, Baptist/St. Vincent's Physician Practice Management Company has caused these Articles of Amendment of the Articles of Incorporation to be signed in its name by its President this 27th day of February, 1998.

BAPTIST/ST. VINCENT'S PHYSICIAN PRACTICE MANAGEMENT COMPANY

Carol C. Thompson, President

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