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BASIC AMENDMENT

BAYCARE HEALTH NETWORK, INC.

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Amendment

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BAYCARE HEALTH NETWORK, INC.**ARTICLES OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, BAYCARE HEALTH NETWORK, INC., a Florida corporation (the "Corporation") hereby adopts the following Articles of Amendment to the Second Amended and Restated Articles of Incorporation of the Corporation:

1. The name of the corporation is BayCare Health Network, Inc., a Florida corporation (the "Corporation").
2. Article VIII of the Second Amended and Restated Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE VIII - BOARD OF DIRECTORS

The Corporation shall have five (5) directors. The directors shall be appointed by the shareholders of the Corporation as follows: (i) the Chief Executive Officers of St. Joseph's Enterprises, Inc. and South Florida Baptist Hospital, Inc. shall jointly appoint one (1) director; (ii) the Chief Executive Officer of Bayfront Health System, Inc. shall appoint one (1) director; (iii) the Chief Executive Officer of St. Anthony's Ancillary Services, Inc. shall appoint one (1) director; (iv) the Chief Executive Officer of University Community Hospital, Inc. shall appoint one (1) director; and (v) the Chief Executive Officer of Morton Plant Hospital Association, Inc. shall appoint one (1) director. A director shall serve on the Board of Directors of the Corporation until he or she is removed or replaced with or without cause solely by the shareholder who appointed such director to the Board of Directors of the Corporation. The number of directors may either increase or decrease from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The terms of the directors of the Corporation expire when their successors are appointed or upon their earlier resignation, removal from office or death. Any decrease in the number of directors shall not shorten the term of an incumbent director. The Chairperson of the Board of Directors shall preside at all meetings of directors and of the shareholders of the Corporation.

3. These Articles of Amendment were unanimously approved, adopted and ratified (i) by the Board of Directors of the Corporation at a special meeting of the Board of Directors timely called and duly held on July 22, 2004, and (ii) by the shareholders of the Corporation at a special meeting of the shareholders timely called and duly held on July 22, 2004, at which

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meeting the number of votes cast for the approval, adoption and ratification of the Articles of Amendment by the shareholders was sufficient and at which the shareholders present comprise the only group of shareholders entitled to vote on the amendment.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its Chairperson and adopted effective as of July 22, 2004.

BAYCARE HEALTH NETWORK, INC.

By: Norman Stein
Norman Stein
Chairperson of the Board of Directors

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