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" Founded 1925 "

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August 31, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: MEMORIAL MEDICAL, INC.

Dear Sir/Madam:

We enclose on behalf of our client, Memorial Medical, Inc., an original and a copy of the Articles of Amendment, Articles of Dissolution, and certified Plan of Distribution of Assets of Memorial Medical, Inc. Please file the Articles of Amendment first. Then, please file the Articles of Dissolution, along with the Plan of Distribution of Assets. Then, using the enclosed copies, please provide a certified copy of both filings and return them to our office via regular U.S. mail. We enclose two of our checks, each made payable to "Secretary of State" in the amount of \$43.75, to cover the filing fees for these transactions.

Thank you, and please contact the undersigned immediately should any problems arise in connection with these filings.

Very truly yours,
Lisa Folis
Lisa Folis
Corporate Paralegal

FILED
00 SEP -5 PM 2: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAF/encl.-407600

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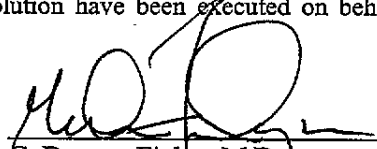
ARTICLES OF DISSOLUTION
OF
MEMORIAL MEDICAL, INC.

FILED
00 SEP -5 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to F.S. §§ 617.1402(2) and 617.1403, these Articles of Dissolution provide that:

1. Name. The name of the corporation is Memorial Medical, Inc.
2. Members. The corporation has no members.
3. Resolution. The Board of Directors of the corporation adopted a Resolution authorizing dissolution on August 21, 2000. At that time, the corporation had 10 board members. The vote was unanimous in favor of dissolution, which was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the corporation by its duly authorized officer on August 21, 2000.

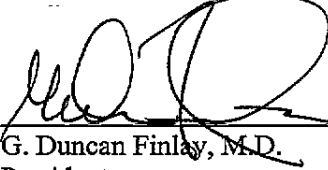

G. Duncan Finlay, M.D.
President

CERTIFICATE REQUIRED BY F.S. § 617.1406(4)
MEMORIAL MEDICAL, INC.

The undersigned, a duly authorized officer of Memorial Medical, Inc. (the "Company"), does hereby certify as follows:

1. The Company has no members.
2. Pursuant to F.S. § 617.1406(2), the attached copy of the Company's Plan of Distribution of Assets (the "Plan") was adopted by a majority vote of the Board of Directors of the Company on August 21, 2000.
3. The Plan complies with the requirements of F.S. § 617.1406(3).

IN WITNESS WHEREOF, the undersigned President of the Company has executed this Certificate as of August 21, 2000.



G. Duncan Finlay, M.D.
President

**PLAN OF DISTRIBUTION OF ASSETS
MEMORIAL MEDICAL, INC.**

WHEREAS, Memorial Medical, Inc. is a Florida not-for-profit corporation (the "Company");
and

WHEREAS, the Company desires to dissolve and wind up its affairs pursuant to the following Plan of Distribution of Assets (the "Plan") and F.S. § 617.1406.

1. Pursuant to F.S. § 617.1406(2), the Company has no members and therefor may adopt the Plan at a meeting of its Board of Directors by a majority vote.
2. Pursuant to F.S. § 617.1406(3)(a), the Company shall pay or discharge all liabilities and obligations, if any, or shall make adequate provision therefor.
3. Pursuant to F.S. § 617.1406(3)(b), the Company shall return, transfer, or convey all assets required to be returned, transferred, or conveyed because of the dissolution of the Company to the appropriate party, if any.
4. Pursuant to F.S. §§ 617.1406(3)(c), (d) and (e), the Company shall transfer as a gift all remaining assets to the Sarasota County Public Hospital Board.
5. Proper officers, agents and employees of the Company shall do all such things and acts and execute, acknowledge and deliver all such documents as may in their discretion be deemed necessary or desirable to carry out and comply with the terms and provisions of the Plan.