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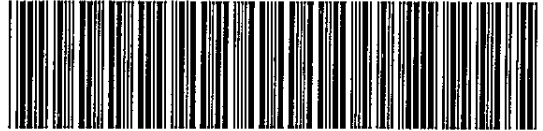
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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LAW OFFICES

NUYEN, TOMTISHEN AND AOUN, P.C.

640 GRISWOLD
NORTHVILLE, MICHIGAN 48167
248-449-2700
FAX: 248-449-8775

William S. Hammond
248-735-6909 (direct)
wsh@ntalaw.com (email)

April 25, 2003

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: Florida Health Choice, Inc.
FEI Number 592386585**

Dear Sir/Madam:

Enclosed for filing with the Department of State, Division of Corporations, with respect to Florida Health Choice, Inc. (FEI Number 592386585) ("FHC") are the following:

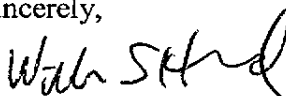
- Articles of Dissolution
- Plan of Distribution of Assets Upon Dissolution w/Officer's Certificate
- Check for filing fee in the amount of \$35.00

Please process the foregoing in your usual manner.

For your information, the Articles of Dissolution are being filed pursuant to Florida Statutes, Section 617.1403 and the Plan of Distribution of Assets Upon Dissolution (together with Officer's Certificate) is being filed pursuant to Florida Statutes, Section 617.1406. As required, both of these items were recommended by the Board of Trustees of FHC to its corporate members by unanimous written consent resolution. The corporate members approved the Articles of Dissolution and Plan of Distribution of Assets Upon Dissolution by unanimous written consent.

Should you have any questions concerning the enclosures or this matter, please feel free to contact me at 248-449-2700.

Sincerely,


William S. Hammond

WSH/grp
Enclosures
N0011488

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ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is Florida Health Choice, Inc.

SECOND: Adoption of dissolution
(Complete Section I or II)

SECTION I

If the corporation has members entitled to vote:

The date of the meeting of members at which the resolution to dissolve was adopted

April 23, 2003

(CHECK ONE)

The number of votes cast for dissolution was sufficient for approval.

The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members with voting rights:

The corporation has no members or members with voting rights.

The date of adoption of the resolution by the board of directors was _____

The number of directors in office was _____ and the vote for the resolution

was _____ for and _____ against.

Signed this 23rd day of April, 2003

Signature [Signature]
(By the Chairman or Vice Chairman of the Board, President or other officer)

I. David Kibbe
(Typed or printed name)
President + CEO
(Title)

Officer's Certificate

The Plan of Distribution of Assets Upon Dissolution of Florida Health Choice, Inc. (the "Company") attached hereto as Exhibit A is true and correct and was recommended by the Company's trustees for approval to the Company's corporate members, and those corporate members approved and adopted said Plan by unanimous written consent, all in compliance with the requirements of subsection (1) of Section 617.1406 of the Florida Corporations Not For Profit Act.

[Handwritten Signature]
(Officer's Signature)

April 23, 2003

I. David Kibbe
(Officer's Printed Name)

President & CEO
(Officer's Title)

Subscribed and sworn to before me
this 23rd, day of April, 2003

Cynthia A. Crandall
(Notary Public)
CYNTHIA A. CRANDALL
NOTARY PUBLIC KALAMAZOO CO., MI
MY COMMISSION EXPIRES Feb 17, 2006

Kalamazoo, County, Michigan

My Commission expires: 2-17-2006

EXHIBIT A

**PLAN OF DISTRIBUTION OF ASSETS UPON DISSOLUTION
OF
FLORIDA HEALTH CHOICE, INC.**

- A. A cash reserve of \$30,000 shall be set aside and retained by the Company to satisfy and discharge the Company's known remaining liabilities and obligations, as well as its reasonably estimated unascertained or contingent liabilities and expenses; the unused portion of such reserve to be distributed in equal one-third shares to the Company's three members as soon as practicable after the satisfaction and discharge of such liabilities and obligations.

- B. There being no assets held by the Company requiring return, transfer or conveyance upon the Company's dissolution, all of the Company's assets remaining, after establishing the reserve identified in paragraph A above, shall be distributed in equal one-third shares to the Company's three members as soon as practicable following the approval of the Company's dissolution and this Plan of Distribution of Assets Upon Dissolution.