

P98000071797

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February 26, 2002

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

300005040233--5
-03/04/02--01048--013
*****87.50 *****43.75

Re: WorkPlace Fitness and Prevention, Inc. (P98000071797)
WorkPlace Prevention and Fitness, Inc. (P00000094185)

Dear Sir or Madam:

It is the intent of these documents to dissolve WorkPlace Fitness and Prevention, Inc., to release its name and for WorkPlace Prevention and Fitness, Inc. to change its name by amending its Articles so that it, as the remaining corporation, will be named WorkPlace Fitness and Prevention, Inc. If you have any questions, please call me.

I enclose a check in the amount of \$87.50 and the original of the Articles of Dissolution and the Articles of Amendment for filing. Please provide me with a certified copy of each filing.

In support of the dissolution and amendment, I enclose copies of the following:

1. Shareholders Resolution for Release of Name and Assignment of Name by WorkPlace Fitness and Prevention, Inc.
2. Shareholders Resolution for Approval of Dissolution of WorkPlace Fitness and Prevention, Inc.
3. Affidavit of Intent Not to Revoke Release of Name or Articles of Dissolution by Julian E. Bailes, Jr. MD as the president of WorkPlace Fitness and Prevention, Inc.

Sincerely,

Carl D. Motes

CDM/
Enclosures

c: Julian E. Bailes, Jr. MD

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAR -4 PM 1:06

FILED

10/10/02
T. Lewis 3/6/02

WORKPLACE FITNESS AND PREVENTION, INC.

ARTICLES OF DISSOLUTION

FILED
02 MAR -4 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

First: The name of the corporation is: WorkPlace Fitness and Prevention, Inc..

Second: The date dissolution was authorized: October 13, 1999.

Third: Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Signed this 16 day of Feb., 2002.

Signature


President

Julian E. Bailes, Jr., MD

President

**SHAREHOLDERS' RESOLUTION
FOR RELEASE OF NAME and ASSIGNMENT OF NAME
WORKPLACE FITNESS AND PREVENTION, INC.**

After it was moved, seconded, and discussed, the following resolutions were adopted by the unanimous vote of all of the shareholders of WorkPlace Fitness and Prevention, Inc.

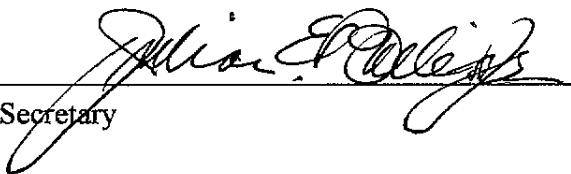
RESOLVED, that WorkPlace Fitness and Prevention, Inc., shall forever release its right to use the name "WorkPlace Fitness and Prevention, Inc." effective from the date of filing its Articles of Dissolution.

RESOLVED, that WorkPlace Fitness and Prevention, Inc. hereby assigns the right to use the name WorkPlace Fitness and Prevention, Inc. to WorkPlace Prevention and Fitness, Inc. said assignment being effective upon the filing of an amendment to the Articles of Incorporation of WorkPlace Prevention and Fitness, Inc.

IT IS FURTHER RESOLVED, that the President of this Corporation is hereby directed to file the necessary documents in the appropriate state office.

I, Julian E. Bailes, Jr., MD, certify that I am the duly appointed secretary of WorkPlace Fitness and Prevention, Inc. and that the above resolution was duly adopted at a shareholders meeting, convened and held in accordance with the laws of the State of Florida and the bylaws of the Corporation on October 13, 1999, and that such resolution is now in full force and effect.

IN WITNESS THEREOF, I certify by my hand and the seal of WorkPlace Fitness and Prevention, Inc. that this is a true and correct copy.


Secretary

SEAL:

**SHAREHOLDERS' RESOLUTION
FOR APPROVAL OF DISSOLUTION
WORKPLACE FITNESS AND PREVENTION, INC.**

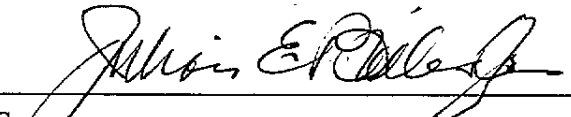
After it was moved, seconded, and discussed, the following resolution was adopted by the unanimous vote of all of the shareholders of WorkPlace Fitness and Prevention, Inc.

RESOLVED, that WorkPlace Fitness and Prevention, Inc., shall dissolve.

IT IS FURTHER RESOLVED, that the President of this Corporation is hereby directed to file the necessary ARTICLES OF DISSOLUTION in the appropriate state office.

I, Julian E. Bailes, Jr., MD, certify that I am the duly appointed secretary of WorkPlace Fitness and Prevention, Inc. and that the above resolution was duly adopted at a shareholders meeting, convened and held in accordance with the laws of the State of Florida and the bylaws of the Corporation on October 13, 1999, and that such resolution is now in full force and effect.

IN WITNESS THEREOF, I certify by my hand and the seal of WorkPlace Fitness and Prevention, Inc. that this is a true and correct copy.



Secretary

SEAL: