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IN REPLY REFER TO:

September 24, 2002

Clearwater Office

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-09/30/02--01070--013
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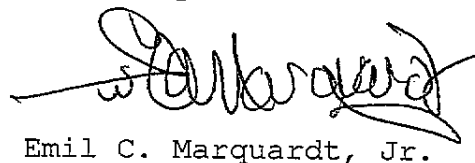
RE: Auxiliary Gift Shop, Inc. of
North Bay Medical Center

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Dissolution and Plan of Distribution of Assets. Also enclosed are two firm checks in the amount of \$35 to cover the filing of Articles of Dissolution and a \$25 check for filing the Plan of Distribution. I am not sure if that \$25 is needed so if it is not, please return the check.

Should you have any questions, please advise. It is very important that these Articles be filed in a timely basis. Thank you for your assistance in this matter.

Sincerely,



Emil C. Marquardt, Jr.

ECM\bcf
Encs.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 SEP 27 PM 6:44

Dissolution
LFT
9-30-2002

2002 SEP 27 PM 6:44

**ARTICLES OF DISSOLUTION
OF
AUXILIARY GIFT SHOP, INC. OF NORTH BAY MEDICAL CENTER**

1. The name of the corporation is **AUXILIARY GIFT SHOP, INC. OF NORTH BAY MEDICAL CENTER.**
2. Adoption of dissolution: The date of the meeting of members at which the resolution to dissolve was adopted was September 9, 2002. The number of votes cast for dissolution was sufficient for approval.

Dated: September 9, 2002

By: 

Name: Julie Morgan

Title: President and Director

Auxiliary Gift Shop, Inc. of North
Bay Medical Center

Nancy S. Paikoff, Esq.
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**PLAN OF DISTRIBUTION OF ASSETS
AUXILIARY GIFT SHOP, INC. OF NORTH BAY MEDICAL CENTER**

The Board of Directors and Members of the AUXILIARY GIFT SHOP, INC. OF NORTH BAY MEDICAL CENTER having voted unanimously on September 9, 2002 to dissolve said corporation have hereby unanimously adopted the following Plan of Distribution of Assets of Auxiliary Gift Shop, Inc. of North Bay Medical Center pursuant to the requirements of Florida Statute section 617.1406(1).

1. All liabilities and obligations of the corporation have been paid or discharged or adequate provisions have been made therefor.
2. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution have been returned, transferred, or conveyed in accordance with such requirements.
3. Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution shall be transferred to the MORTON PLANT HOSPITAL AUXILIARY, INC., a charitable organization engaged in activities substantially similar to those of the dissolving corporation.
4. All other assets shall be distributed in accordance with the provisions of the articles of incorporation or bylaws to MORTON PLANT HOSPITAL AUXILIARY, INC., a charitable organization engaged in activities substantially similar to those of the dissolving corporation.
5. There are no other assets of the corporation.

This Plan of Distribution of Assets was adopted by the Directors and Members on September 9, 2002 in compliance with Florida Statute section 617.1406(1). The number of votes cast was sufficient for approval.

Dated: September 9, 2002

Director

By: 

Name: Julie Morgan
Title: President and

Auxiliary Gift Shop, Inc.
of North Bay Medical
Center