

To: FL Dept. of State
Subject: 000177.42777

From: Katie Wonsch

Thursday, September 29, 2005 4:52 PM Page: 1 of 3

745692

Florida Department of State
Division of Corporations
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From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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0177-42777

DISSOLUTION

GSH HEALTH, INC.

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**ARTICLES OF DISSOLUTION
of
GSH HEALTH, INC.**

GSH HEALTH, INC., a Florida not-for-profit corporation (the "Corporation"), for the purpose of dissolving, pursuant to the provisions of Sections 617.1402 and 617.1403 of the Florida Not For Profit Corporation Act, as amended, hereby executes the following Articles of Dissolution:

- FIRST:** The name of the Corporation as currently filed with the Florida Department of State is GSH HEALTH, INC.
- SECOND:** The document number of the Corporation is Document No. 745692.
- THIRD:** On September 27, 2005, the Action By Unanimous Written Consent of the Board of Trustees of the Corporation and the Action By Written Consent of Mid-Florida Medical Services, Inc., as Sole Member of the Corporation, in Lieu of a Formal Meeting authorizing the voluntary dissolution of the Corporation were submitted to and adopted by the entire Board of Trustees and the Sole Member of the Corporation, respectively.
- FOURTH:** Adequate provision has been made for the payment and discharge of all liabilities and obligations of the Corporation, pursuant to the plan of complete liquidation, dissolution and distribution of assets, a copy of which is attached hereto as Exhibit A (the "Plan").
- FIFTH:** All the remaining property and assets of the Corporation have been distributed to its Sole Member, pursuant to the Plan.
- SIXTH:** There are no actions pending against the Corporation in any court.
- SEVENTH:** That Charles McPherson, as chairman of the Board, and any other individual duly authorized by the Corporation is authorized and directed to file these Articles of Dissolution and the Plan with the Florida Department of State in order to effectuate these Articles of Dissolution.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be executed in its name by its Chairman on this 27th day of September, 2005.


Charles McPherson, Chairman

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EXHIBIT A

**PLAN OF COMPLETE LIQUIDATION, DISSOLUTION AND
DISTRIBUTION OF ASSETS**

1. GSH Health, Inc., a Florida not-for-profit corporation (the "Corporation"), shall be completely liquidated and dissolved pursuant to the Florida Not For Profit Corporation Act, as amended (the "Act").
2. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor.
3. Any assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
4. After payment of, or making provisions for, all liabilities of the Corporation and after compliance with Section 3 of this Plan, as set forth above, all of the remaining property and assets of the Corporation, if any, of whatsoever kind and character and wherever located, shall be distributed to its sole member, Mid-Florida Medical Services, Inc. This distribution may occur all at once or in a series of payments and may be made in cash or in kind and in such manner and at such times as the authorized officers of this Corporation shall in their absolute discretion determine.
5. The liquidation and dissolution of the Corporation pursuant to the Plan shall be completed on or before September 30, 2005.
6. Charles McPherson, as chairman of the Board of Trustees of the Corporation or any other individual duly authorized by the Corporation shall file with the Florida Department of State, as soon as practicable, Articles of Dissolution pursuant to the Act, along with any other forms required by state or federal law.

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