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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

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Tallahassee, FL 32301 222-1092

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CORPORATION(S) NAME

Workmed IPA, Ltd.

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*****52.50 *****52.50

- ☐ Profit ☐ NonProfit ☐ Limited Liability Co. ☐ Foreign ☐ Amendment ☐ Dissolution/Withdrawal ☐ Mark ☐ Merger
- ☒ Limited Partnership *Cancellation* ☐ Reinstatement ☐ Annual Report ☐ Reservation ☐ Other UCC Filing ☐ Change of R.A. ☐ Fic. Name
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DIVISION OF CORPORATION

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**CERTIFICATE OF CANCELLATION
FOR
WORKMED IPA, LTD.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on February 24, 1995, hereby submits this certificate of cancellation.

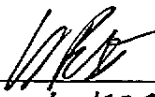
FIRST: The reason for cancellation is the cessation of business activities of partnership.

SECOND: This certificate of cancellation shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature of the general partner.

WORKMED IPA, INC.,
A Florida corporation,
General Partner

October 1 1997
(Date)

By: 
V. KRESTOW
(Printed Name)
BOARD CHAIRMAN + Pres.
(Title)

**PLAN OF DISSOLUTION AND LIQUIDATION OF
WORKMED IPA, LTD.**

WHEREAS, it is deemed advisable and in the best interests of WorkMed IPA, Ltd., a Florida limited partnership (the "Partnership"), to dissolve and wind up the affairs of the Partnership and to completely liquidate the Partnership;

NOW, THEREFORE, the Partnership adopts the following plan of dissolution and liquidation (the "Plan"):

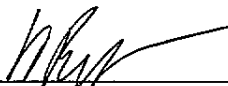
1. The manager of the Partnership shall attempt to collect all of the receivables and other debts owing to the Partnership and to pay all of its debts and expenses, setting aside a reasonable amount in cash that they deem necessary to meet any contingent claims, liabilities, or expenses.
2. The General Partner of the Partnership is authorized to negotiate and consummate the sale of all rights, title and interest of the Partnership in the service mark "WorkMed and design of a gear forming the 'O' and a stethoscope running through the gear", Florida Registration No. T95000001051 to Tenet Healthcare Corporation for a total sale of Fifteen Thousand Dollars (\$15,000.00).
3. The assets of the Partnership shall be distributed as follows:
 - (i) in exchange for its general partnership interest, the sum of Fifteen Thousand Dollars (\$15,000.00) shall be distributed to WorkMed IPA, Inc.; and
 - (ii) in exchange for its limited partnership interest and the assumption of certain Partnership liabilities, all remaining assets of the Partnership, including, but not limited to any and all bank accounts, shall be distributed to OrNda Health Corp.; provided, however, OrNda Health Corp. shall assume only the following Partnership liabilities and no other: (i) the legal fees and costs in the amount of Three Thousand Dollars (\$3,000.00) payable to Sandra P. Greenblatt, P.A., and (ii) the professional accounting fees payable to Martin L. Futterman, C.P.A.
4. The General Partner of the Partnership is authorized and directed to perform such other acts and deeds necessary or desirable to effectuate the Plan, including the execution of any contracts, deeds, bills of sale, or any other legal instruments or documents necessary or desirable to effectuate the Plan. The Plan shall be deemed to authorize such action as is necessary or desirable.

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TALLAHASSEE, FLORIDA

5. Upon distribution of all of the assets of the Partnership in complete liquidation, the Partnership accountants shall close the books of the corporation and shall prepare and file a final federal income tax return for the Corporation, and the Partnership shall file a certificate of cancellation with the Florida Secretary of State.

IN WITNESS WHEREOF, the Partnership has adopted this Plan as of October 1, 1997.

WORKMED IPA, INC.
General Partner

By: 

Victor Krestow

(Printed Name)

Board Chairman + Pres.

(Title)

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TALLAHASSEE FLORIDA