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February 14, 2001

VIA CERTIFIED MAIL

Amendment Section
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Certified Article Number

7106 4575 1294 1572 9968

SENDER'S RECORD

Re: MAII Holdings, Inc. – Application By Foreign Corporation For Withdrawal

To Whom It May Concern:

On behalf of MAII Holdings, Inc., f/k/a Medical Alliance, Inc. (the "Company"), we are submitting the enclosed Application By Foreign Corporation For Withdrawal of Authority to Transact Business or Conduct Affairs in Florida (the "Application"). The Company is currently qualified to do business in Florida under the names Medical Alliance, Inc. and/or MAI of Texas, Inc., but is no longer transacting business in your state. We are enclosing an original and two copies of the Application, and a check in the amount of \$35.00 as payment of the required filing fee. Please file-stamp one of the copies and return it to me in the self-addressed, pre-paid envelope.

Please advise if you require anything further in connection with the Company's Application. My direct dial is (214) 953-6037.

Best regards,

WJH
2-21-01
MKS

Collin L. Hayes
Attorney for the Company

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-02/20/01--01010--001
*****35.00 *****35.00

cc: Mark Novy, Vice President of Finance
MAII Holdings, Inc.

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Medical Alliance, Inc. dba in Florida as MAI of Texas, Inc.
(Name of Corporation)

Texas
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o MAII Holdings, Inc
Attn: R. Dahlson
901 Main Street, Suite 6000
Dallas, Texas 75202

(Mailing Address)

(City/ State /Zip)

FILED
01 FEB 19 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Mark Navy VP of FINANCE
Signature Title

MARK NAVY January 10, 2001
Typed or printed name Date