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December 5, 2003

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: MediSphere Health Partners of Florida, Inc.

Dear Sir or Madam:

This letter is to inform you that the Company referenced above wishes to terminate its existence within the state of Florida. Please find attached the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida. This surrender is to be effective immediately upon processing by the Secretary of State.

If you have any questions on this matter, please contact me at (615) 292-2646.

Sincerely,

Cynthia Dotson

Secretary

MediSphere Health Partners of Florida, Inc.

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Enclosure

TRANSMITTAL LETTER

TO: Amendment Section Division of Corporations
SUBJECT: Mcd. Sphere Health Parthers of Tlorida, Inc. (Name of corporation)
DOCUMENT NUMBER:
The enclosed withdrawal application and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:
Cynthia T. Dotson (Name of Person)
Medisphere Hearth Particis, Irc. (Firm/Company)
3102 West End Ave. Suite 600
Nashville TN 37203 (City/State and Zip code)
For further information concerning this matter, please call:
(Name of Person) at (615) 292-2646 (Area Code & Daytime Telephone Number)
STREET ADDRESS: Amendment Section Amendment Section

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

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

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

Medisphere Health Partners of Florida, Inc.
F980000 Z737 (Document Number of Corporation (if known)
Tennessee (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 for the corporation:
3102 West End Ave Surfe 400
Nashville, TN 317.03 City/ State /Zip) Nashville, TN 317.03 Fig. 19 F
The corporation agrees to notify the Department of State in the future of any change in its mailing address.
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary) 12-5-03 (Date)
Cy wthin. TOwhen EVP & CFO (Typed or printed name of person signing) Title of person signing)

FILING FEE \$35