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☐ PICK-UP

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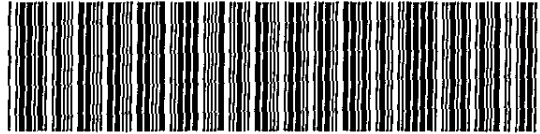
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03 SEP 26 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/6/03
Diss.
SP



CompBenefits
Corporation
The dental and vision benefits company of choice

Diversified Administrators, Inc.

September 22, 2003

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

RE: Corporation Dissolution Filing

To Whom It May Concern:

Pursuant to section 607.1403 Florida Statutes Diversified Administrators, Inc. ("DAI") submits articles of dissolution.

Enclosed please find original copies of DAI's articles of dissolution, agreement and plan of corporate liquidation, and a check in the amount of \$43.75 to cover the filing fee and a certified copy of the dissolution. Please note that the articles of dissolution have been certified by the corporate secretary.

Please send all correspondence related to this dissolution to my attention at 100 Mansell Court East, Suite 400, Roswell, GA 30076.

Thank you for your assistance with this matter. Should you have any questions, please contact me at (770) 998-8936, ext. 8233 or via email at tbibb@compbenefits.com.

Sincerely,

Todd Bibb, FLMI, AIRC
Manager, Regulatory Compliance

Enclosures

03 SEP 26 PM 2:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is: Diversified Administrators, Inc.

SECOND: The date dissolution was authorized: September 15, 2003

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

(voting group)

Signed this 15th day of September, 2003

Signature

(By the Chairman or Vice Chairman of the Board, President, or other officer)

Bruce Mitchell

(Typed or printed name)

Secretary

(Title)

**ARTICLES OF DISSOLUTION OF
DIVERSIFIED ADMINISTRATORS, INC.**

PURSUANT to the provisions of the Florida Business Corporation Act Section §607.1403, this Corporation submits these Articles of Dissolution.

FIRST: The name of the Corporation is **DIVERSIFIED ADMINISTRATORS, INC.**, which was duly incorporated on May 21, 1990, by the State of Florida.

SECOND: The address of the principal office of the Corporation is 100 Mansell Court East, Suite 400, Roswell, GA 30076.

THIRD: The name and address of each of the directors of the Corporation are as follows:

David Klock, 100 Mansell Court East, Suite 400, Roswell, GA 30076
Bruce Mitchell, 100 Mansell Court East, Suite 400, Roswell, GA 30076
George Dunaway, 100 Mansell Court East, Suite 400, Roswell, GA 30076

FOURTH: The dissolution of the Corporation was approved in the manner and by the vote required by law and by the charter of the Corporation. The dissolution of the Corporation was duly authorized by the Board of Directors and recommended to the shareholders of the Corporation.

FIFTH: A majority of the shares entitled to vote for dissolution approved the dissolution by Written Consent of the shareholders dated September 15, 2003, said percentage being sufficient for approval of dissolution.

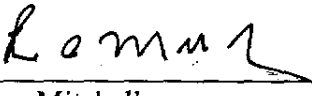
SIXTH: The effective date of the dissolution of the Corporation is September 15, 2003.

The undersigned President and Secretary certify under the penalties of perjury that to the best of his knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution this 15th day of September, 2003.



David Klock
President



Bruce Mitchell
Secretary

AGREEMENT AND PLAN OF CORPORATE LIQUIDATION

THIS AGREEMENT, made this 15th day of September, 2003, by and between DIVERSIFIED ADMINISTRATORS, INC., a Florida corporation (hereinafter called the "Company") and OHS, INC., (hereinafter called the "Shareholder"), collectively referred to as the parties.

WHEREAS, the Shareholder owns all of the issued and outstanding stock of the Company; and

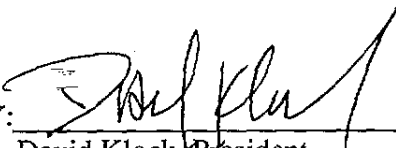
WHEREAS, the Shareholder desires to approve, authorize and consent to the voluntary dissolution of the Company and the liquidation of its assets.

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter expressed, the parties agree as follows:


1. **Recitals.** The parties agree that the above recitals are true and correct and incorporated into the body of this Agreement by reference as if fully set forth.
2. **Authorization.** The Shareholder approved, authorized and consented to the voluntary dissolution of the Company, such dissolution to be effective September 15, 2003, by filing Articles of Dissolution with the Secretary of State as soon as reasonably practical, in accordance with the Plan of Liquidation set forth in this Agreement.
3. **Articles of Dissolution.** The Shareholder hereby authorizes the officers of the Corporation to file Articles of Dissolution with the Secretary of State and to do all other acts necessary and useful in carrying out this Plan of Liquidation.
4. **Distribution of Property.** After the payment of the Company's taxes and debts, a provision is made therefor in accordance with law, the officers of the Company shall distribute the remaining property of the Company in complete cancellation or redemption of all of the issued and outstanding stock of the Company, such distribution to be made promptly as practical and, in any event, not later than December 31, 2003.
5. **Counterparts.** This Agreement and Plan of Corporate Liquidation may be executed in one or more counterparts, all of which shall be considered one and the same Agreement, and shall become binding when one or more counterparts have been signed by the sole shareholder of the Company and delivered to the Company.

IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Liquidation to be executed as of the day and year first written above.

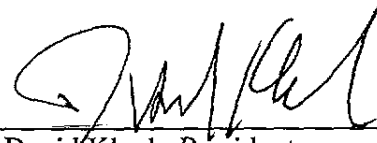
DIVERSIFIED ADMINISTRATORS, INC.

BY: 
David Klock, President


ATTEST:


Bruce Mitchell, Secretary

OHS, INC.

BY: 
David Klock, President

ATTEST:


Bruce Mitchell, Secretary

CERTIFIED COPY OF RESOLUTIONS OF
DIVERSIFIED ADMINISTRATORS, INC.

I hereby certify that the following resolutions were unanimously adopted by the Shareholders of DIVERSIFIED ADMINISTRATORS, INC., a Florida corporation (the "Corporation") by Written Consent In Lieu of Meeting dated September 15, 2003.

RESOLVED, that the Corporation be liquidated in accordance with the provisions of Section 331 and Section 332 of the Internal Revenue Code of 1986, as amended, effective as of filing Articles of Dissolution; and

FURTHER RESOLVED, that in accordance with such Plan of Liquidation, the officers, directors and the accountant for the Corporation be and they hereby are authorized and directed to:

1. File Form 966 within thirty (30) days after the date hereof with the District Director of the Internal Revenue Service at Ogden, Utah, together with a certified copy of these Resolutions;
2. OHS, Inc. will provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors;
3. Distribute all the assets subject to any unpaid liabilities and reduction and cancellation of all the outstanding stock of the Corporation;
4. Transfer all of the assets of the Corporation, if any, to the Stockholders of the Corporation;
5. File Articles of Dissolution with the Secretary of State of Florida; and
6. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns as soon as possible after the distribution of the corporate assets.

FURTHER RESOLVED, that all actions taken on behalf of this Corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the Corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

Dated: September 15, 2003

Lamm L

Secretary