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5/04/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: MILAM, OTERO, LARSEN, DAWSON & TRAYLOR, PA ACCT#: 105543000740

CONTACT: MICHELLE B WINSTEAD

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NAME: PREMIER MEDICAL MANAGEMENT, L.C.

AUDIT NUMBER.....H98000008445

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..0 PAGES..... 3

CERT. COPIES.....1 DEL.METHOD.. FAX

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SECRETARY OF STATE
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 5, 1998

PREMIER MEDICAL MANAGEMENT, L.C.
4800 BEACH BLVD STE 10
JACKSONVILLE, FL 32207

SUBJECT: PREMIER MEDICAL MANAGEMENT, L.C.
REF: L97000001302

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Articles of Dissolution for a Florida limited liability company must be signed by all members.

The fee to file this document is \$52.50 and if you would like a certified copy, that's an additional \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

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*Spoke to Cathy Mitchell & no
changes are needed. Please file
ASAP.*

Thank You!

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TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION

These Articles of Dissolution are filed pursuant to Section 608.445, Florida Statutes, to reflect a dissolution of PREMIER MEDICAL MANAGEMENT, L.C. (the "Company"), and in connection therewith, the undersigned Managing Member, acting upon authority of all the Members of the Company, hereby sets forth as follows:

1. The name of this limited liability company is PREMIER MEDICAL MANAGEMENT, L.C.

2. These Articles of Dissolution of the Company were authorized by unanimous written consent of all the Company's Members, dated effective as of 3-1, 1998, such being sufficient for approval of the Articles of Dissolution.

3. All debts, obligations and liabilities of the Company have been paid or discharged, or adequate provision has been made therefor pursuant to Section 608.4421, Florida Statutes.

4. All of the remaining property and assets have been or will be distributed to of the Company's Members.

5. There are no suits pending against the Company in any court.

6. Upon the filing of these Articles of Dissolution by the Department of State, the Company shall be deemed to be dissolved.

DATED as of the 31st day of March, 1998.

PREMIER MEDICAL MANAGEMENT, L.C.

By: [Signature]
Stephen K. Clark
Its: Managing Member

Prepared by: Ann M. Meadows, Esquire
1301 Riverplace Boulevard, Suite 1301
Jacksonville, Florida 32207
Ph: 904/398-3555
FL Bar No.: 0059560

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PLAN OF DISTRIBUTION OF ASSETS

THIS PLAN OF DISTRIBUTION OF ASSETS made as of the 31st day of March, 1998, but effective as of March 31, 1998, by PREMIER MEDICAL MANAGEMENT, L.C., a Florida limited liability company (the "Company").

WITNESSETH:

WHEREAS, all of the Members of the Company deem it to be in the best interest of the Company that the Company cease operations and distribute all Company assets.

NOW, THEREFORE, it is agreed as follows:

1. Dissolution. The Managing Member of the Company is hereby authorized and directed to file such papers as may be necessary under the laws of the State of Florida with the Florida Department of State to effect a dissolution under Section 608.441, Florida Statutes.
2. Debts and Obligations. The Managing Member is hereby authorized and directed to pay any and all debts, obligations and liabilities of the Company or make adequate provisions therefor.
3. Distribution of Assets. The Managing Member of the Company is hereby authorized and directed to distribute the assets of the Company to all of its Members.
4. Effective Date. The effective date of this Plan shall be March 31, 1998.

IN WITNESS WHEREOF, the undersigned has executed this Plan of Dissolution of Assets the day and year first above written.

PREMIER MEDICAL MANAGEMENT, L.C.

By: Stephen J. Clark
Stephen J. Clark
Its: Managing Member