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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

DISSOLUTION

FLORIDA MEMORIAL COLLEGE FOUNDATION, INC.

Certificate of Status	0
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ARTICLES OF DISSOLUTION

OF

③

FLORIDA MEMORIAL COLLEGE FOUNDATION, INC.

FILED
02 DEC 30 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA MEMORIAL COLLEGE FOUNDATION, INC., a Florida corporation, by its Chairman, does hereby execute the following Articles of Dissolution in compliance with Section 607.1403, Florida Statutes.

ARTICLE I. NAME OF CORPORATION

The name of the Corporation is FLORIDA MEMORIAL COLLEGE FOUNDATION, INC., a Florida corporation (the "Corporation").

ARTICLE II. AUTHORIZATION OF ARTICLES OF DISSOLUTION

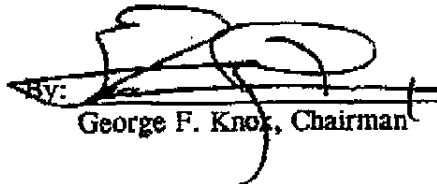
A. Consent. The Corporation, by written consent of its sole shareholder has elected to dissolve. The number of votes cast for dissolution was sufficient for approval.

B. Date Authorized. The dissolution of the Corporation was authorized on the 16th day of October, 2002.

C. Corporate Name Released. The name of the Corporation is hereby released.

IN WITNESS WHEREOF, the undersigned Chairman of the Corporation has executed these Articles of Dissolution this 4th day of December, 2002.

FLORIDA MEMORIAL COLLEGE FOUNDATION, INC.,
a Florida corporation

By: 
George F. Knox, Chairman

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MULLOY 41433
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December 27, 2002

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399


Re: Florida Memorial College Foundation, Inc. (the "Foundation")

To Whom It May Concern:

Please be advised that this law firm represents the Foundation. The Articles of Incorporation for the Foundation were originally filed in 1984. At that time, the Articles of Incorporation inadvertently stated that this corporation was to be a "for profit" corporation, instead of a "not-for-profit" corporation. While we understand that some time has passed since the original filing, the Foundation needs to correct its status as a not-for-profit corporation. Therefore, we are filing the enclosed Articles of Dissolution of Florida Memorial College Foundation, Inc. to dissolve the for profit corporation, and simultaneously filing the enclosed Articles of Incorporation of Florida Memorial College Foundation, Inc., in order to form a not-for-profit corporation. This letter will confirm that the Foundation has no intention of revoking the Articles of Dissolution and hereby releases the corporate name for the new entity.

Should you have any questions or require any additional information regarding the foregoing, please contact me.

Very truly yours,



Steven W. Zeilkowitz

SWZ/des
174.033
Enclosures

cc: Dr. Mary A. O'Banner (w/o encs.)

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