



THE UNITED STATES
CORPORATION
COMPANY

M63226

ACCOUNT NO. : 072100000032

REFERENCE : 620225 167295A

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Piguet

ORDER DATE : December 3, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 620225-005

CUSTOMER NO: 167295A

000002361830-- 9

CUSTOMER: Margaret Depass, Legal Asst
Gary C. Matzner, Esq
Suite 200
2400 South Dixie Highway
Miami, FL 33133

DOMESTIC FILINGS

NAME: DOCTOR'S HEALTH PARTNERSHIP,
INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

Vol 12/13

FILED
97 DEC -3 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 DEC -3 AM 11:14
DIVISION OF CORPORATION

**ARTICLES OF DISSOLUTION
OF
DOCTOR'S HEALTH PARTNERSHIP, INC.**

DOCTOR'S HEALTH PARTNERSHIP, INC., by its President and Secretary, for the purpose of complying with the provisions of Section 607.1403 relating to the filing of Articles of Dissolution, do hereby execute the following Articles of Dissolution.

1. **Name of the Corporation:** Doctor's Health Partnership, Inc.
2. **Name and addresses of its Officers:**

Claudio I. Alvarez, President/Secretary/Treasurer
1205 S.W. 37th Avenue, Suite 300
Miami, Florida 33135

3. **Name and addresses of its Directors:**

Claudio I. Alvarez
1205 S.W. 37th Avenue, Suite 300
Miami, Florida 33135

Yvonne R. Alvarez
1205 S.W. 37th Avenue, Suite 300
Miami, Florida 33135

4. The foregoing dissolution was adopted and approved by the Directors and Shareholders of the Corporation on November 10, 1997.

5. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provisions have been made therefor.

6. All remaining property and assets of the corporation which were otherwise not transferred to ContinueCare Physician Practice Management, Inc. or ContinueCare Corporation, Inc., have been distributed to its shareholders.

7. There are no actions pending against the corporation in any court or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against it in any pending action.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the President and Secretary have executed these Articles of Dissolution as of the 10th day of November, 1997.

ATTEST:

DOCTOR'S HEALTH PARTNERSHIP, INC.

By: 
Claudio I. Alvarez, Secretary


By: 
Claudio I. Alvarez, President

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Claudio I. Alvarez, President and Secretary of the Corporation, to me known to be the person described herein or who has produced a Florida Driver's License as identification, and who executed the foregoing Articles of Dissolution and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above, this 10th day of November, 1997.


Notary Public (SEAL)

Commission No.: _____

GEORGINA R. CASTRO
Name of Notary (Typed, printed or stamped)



My Commission CC434667
Expires Feb. 16, 1999
Bonded by HAI
800-422-1555

**CORPORATE ACTION AND WRITTEN CONSENT
OF THE DIRECTORS AND SHAREHOLDERS
OF
DOCTOR'S HEALTH PARTNERSHIP, INC.**


The undersigned, being all of the Directors and Shareholders of Doctor's Health Partnership, Inc. (the "Corporation"), a Florida corporation, acting by consent without a meeting pursuant to Section 607.0821 and Section 607.0704, Florida Statutes, hereby unanimously adopt the following resolutions:

RESOLVED, that the Directors and Shareholders do hereby authorize and approve the dissolution of the Corporation;

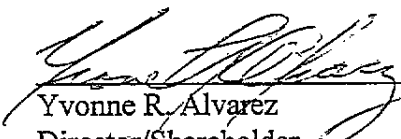
and be it;

FURTHER RESOLVED, that the proper officers of the Corporation, be and hereby are, authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents as may, in their discretion, be deemed necessary or desirable to carry out and comply with the terms and provisions of this resolution, and all acts and doings of the officers of the Corporation which are in conformity with the intent and purpose of this resolution whether heretofore or hereafter taken or done shall be and the same are hereby in all respects ratified, confirmed and approved.

Dated as of the 10th day of November, 1997.



Claudio I. Alvarez
Director/Shareholder



Yvonne R. Alvarez
Director/Shareholder