



Health
First, Inc.

September 24, 1997

N 44749

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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-09/26/97--01062--010
*****87.50 *****87.50

Gentlemen:

Health First Medical Group, Inc.

We are enclosing herewith original and duplicate original Articles of Dissolution in connection with the above-referenced corporation. You will note that no Plan of Dissolution was filed in this matter. In speaking with Karen in the Amendments and Merger Section and informing her that this corporation had no assets or liabilities for which a Plan would be prepared, we were instructed to set out in the Articles that the corporation had no assets or liabilities and to proceed with filing the Articles, and that the filing date would be the date the Articles of Dissolution was received.

Please endorse your approval on the duplicate original, certify and return to the undersigned. Our check for \$87.50 representing filing fee of \$35 and certification fee of \$52.50 is enclosed.

As always, thank you for your kind assistance in this matter.

Very truly yours,

Wilma F. Daniel
Legal Assistant

Enclosures

57 SEP 26 PM 1:41
FBI

Office of Corporate Counsel

reply to:

8249 Devereux Drive
Melbourne, FL 32940

telephone (407) 752-4355
FAX (407) 253-3273

Health First, Inc. • 8249 Devereux Drive • Melbourne, Florida 32940-7955 • (407) 752-4300
Cape Canaveral Hospital • 701 West Cocoa Beach Causeway • PO Box 320069, Cocoa Beach, Florida 32932-0069 • (407) 799-7111
Holmes Regional Medical Center • 1350 South Hickory Street, Melbourne, Florida 32901-3276 • (407) 727-7000
Palm Bay Community Hospital • 1425 Malabar Road NE, Palm Bay, Florida 32907-2599 • (407) 722-8000

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is Health First Medical Group, Inc.
2. The Corporation has no assets and all liabilities and obligations have been paid and discharged.
3. The Corporation has four Directors in office. The resolution to dissolve received the unanimous written consent of the Board of Directors on September 17, 1997.
4. The resolution to dissolve was approved by Health First, Inc., the Member of the undersigned Corporation in the manner prescribed by Chapter 617, Florida Statutes and by the Bylaws, at a meeting held on September 24, 1997. A quorum was present in person at said meeting and the number of votes cast for the dissolution was sufficient for approval.
5. The Effective Date of the Dissolution shall be September 30, 1997.

IN WITNESS WHEREOF, the Corporation and Member have made and subscribed to the Articles of Dissolution, this 24th day of September 1997.

HEALTH FIRST MEDICAL GROUP, INC.

By


Larry F. Garrison, President

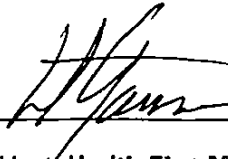
HEALTH FIRST, INC.

By


Larry F. Garrison, Executive Vice President

CERTIFICATE OF COMPLIANCE

The undersigned hereby certifies that the Articles of Dissolution of Health First Medical Group, Inc. are in accordance with the Bylaws and Articles of Incorporation of Health First Medical Group, Inc., the Corporation, and Health First, Inc., the sole Member, and further certifies that said Articles of Dissolution are in compliance with Chapter 617, Florida Statutes.

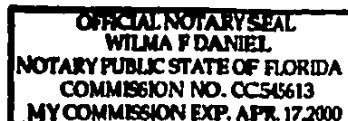


Larry F. Garrison
President, Health First Medical Group, Inc.
Executive Vice President, Health First, Inc.

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared LARRY F. GARRISON, personally known by me and known to be the President of Health First Medical Group, Inc. and Executive Vice President of Health First, Inc., and he acknowledged before me that he executed the same under authority vested in him by said Corporations.

Witness my hand and official seal in the State and County last aforesaid, this 24th day of September 1997.



Notary Public