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DISSOLUTION

BETHESDA PHYSICIAN HOSPITAL ORGANIZATION, INC.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 20, 1999

BETHESDA PHYSICIAN HOSPITAL ORGANIZATION, INC.  
2815 S SEACREST BLVD  
BOYNTON BEACH, FL 33435

SUBJECT: BETHESDA PHYSICIAN HOSPITAL ORGANIZATION, INC.  
REF: N93000003986

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.

An officer must sign the PLAN OF DISTRIBUTION OF ASSETS.

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) 487-6031.

Kelley Shank FAX Aud. #: H99000022761  
EDP Quality Control/Scheduling Spec. Letter Number: 199A00044973

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ARTICLES OF DISSOLUTION

OF

BETHESDA PHYSICIAN HOSPITAL ORGANIZATION, INC.

Pursuant to Section 617.1403, Fla. Stat., this corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is: BETHESDA PHYSICIAN HOSPITAL ORGANIZATION, INC.

SECOND: The corporation has no members or members with voting rights.

The date of adoption of the resolution by the Board of Directors was March 31, 1998.

The number of directors in office was five (5) and the vote for the resolution was five (5) for and zero (0) against.

THIRD: The Plan of Distribution of Assets is attached hereto.

Signed this 23rd day of August, 1999.

Signature: Robert B. Hill  
Print Name: Robert B. Hill  
Title: Vice-President

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**PLAN OF DISTRIBUTION OF ASSETS  
OF  
BETHESDA PHYSICIAN HOSPITAL ORGANIZATION, INC.**

The undersigned, being all of the members of Board of Directors of BETHESDA PHYSICIAN HOSPITAL ORGANIZATION, INC. ("Corporation") hereby adopts the following Plan of Distribution of Assets for the Corporation:

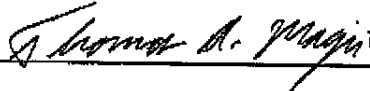

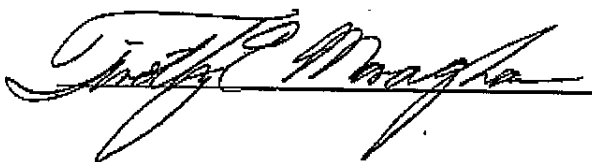
Pursuant to the Financial Statements of Corporation for the period ending June 30, 1999, after collection of all revenues due to the Corporation and after payment of all known outstanding obligations of the Corporation, at the time of this Resolution, there remains Thirty-seven Thousand Eight Hundred Forty-nine and No/100 Dollars (\$37,849.00) cash ("Outstanding Funds"). The Corporation will retain Four Thousand Dollars (\$4,000.00) from said Outstanding Funds to address professional fees and other costs associated with winding down the affairs of the Corporation ("Dissolution Reserve"). The balance of the Outstanding Funds is owed to the Members of the Corporation as compensation for services rendered on behalf of the Corporation.

The Plan of Distribution of Assets shall be the distribution of said Thirty-three Thousand Eight Hundred Forty-nine and No/100 Dollars (\$33,849.00) to the Members of the Corporation, with fifty percent (50%) of said assets to be distributed to the Hospital Member, BETHESDA MEMORIAL HOSPITAL, INC., and fifty percent (50%) of said assets to be distributed to the Physician Member, which member consists of all Participating Physicians, to be distributed equally among said Participating Physicians.

In the event that additional funds are received by the Corporation, such funds, together with any balance of the Dissolution Reserve, shall be distributed to the Members according to the methodology determined herein for distribution of the Outstanding Funds, provided that no such distribution shall be made if, at the time of the distribution, the total funds available for distribution is less than Three Thousand Dollars (\$ 3,000.00). In such event, any remaining funds shall be distributed to the Bethesda Hospital Foundation.

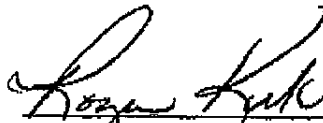
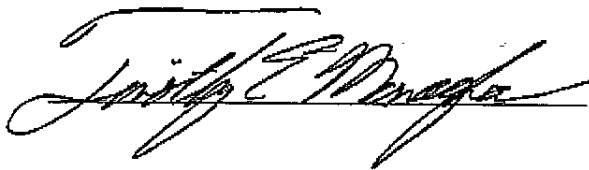
IN WITNESS WHEREOF the Board of Directors have subscribed this 23rd day of August, 1999.

WITNESSES:

  
Print Name: Robert B. Hill, Vice President,  
Member, Board of Directors  
Print Name: Robert B. Taylor, Jr.  
Member, Board of Directors

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Print Name: Roger Kirk  
Member, Board of Directors



Print Name: Kenneth Lee, M.D.  
Member, Board of Directors



Print Name: William F. Cassidy  
Member, Board of Directors

sjm K:\BPHO\1403\Plan of Distribution.bpho  
July 27, 1999

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