

N93000004532

CHPA

Health Plan Choice At Work I

Community Health Purchasing Alliance, District 5
5719 27th Avenue South
Gulfport, FL 33707

March 28, 2002

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

300005180233-5
-04/01/02--01072--024
*****35.00 *****35.00

Dear Department of State:

Please find enclosed two copies of the Dissolution documents of the District 5, Community Health Purchasing Alliance. Also enclosed is a check for \$35.00 for filing fees.

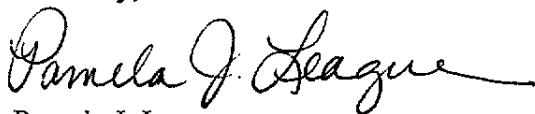
Please let me know if anything else is required to successfully complete the process. Please send all information to me at the following address or phone number:

Pamela J. League
Registered Agent
Community Health Purchasing Alliance, District 5
5719 27th Avenue South
Gulfport, FL 33707

Telephone Number: 727-343-5577 or 727-743-2799

Your prompt response is greatly appreciated.

Sincerely,



Pamela J. League

Enclosures: 2 copies dissolution documents and check

FILED
02 APR - 1 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ac 4-5
dissol

**ARTICLES OF DISSOLUTION
OF
DISTRICT 5 COMMUNITY HEALTH PURCHASING ALLIANCE, INC.**

District 5 Community Health Purchasing Alliance, Inc., a corporation not for profit organized and existing under the laws of the State of Florida, with its principal place of business at (and the mailing address of which is) 5719 27th Avenue South, Gulfport, Florida 33707, (the "Corporation") is hereby dissolved under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is District 5 Community Health Purchasing Alliance, Inc.

ARTICLE I

Resolution to Dissolve Adopted

The Corporation has no members. A resolution to dissolve the Corporation was adopted on December 17, 2001, effective December 31, 2001, by the directors of the Corporation then in office, by unanimous written consent in accordance with Section 617.0821 of the Florida Statutes.

DISTRICT 5 COMMUNITY HEALTH
PURCHASING ALLIANCE, INC.

By: _____

CAROL ROONEY-FREEMAN,
its Chairman of the Board

(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 17 day of December, 2001, by CAROL ROONEY-FREEMAN, as Chairman of the Board of DISTRICT 5 COMMUNITY HEALTH PURCHASING ALLIANCE, INC., a corporation not for profit organized and existing under the laws of the State of Florida, on behalf of the corporation not for profit, who is personally known to me or has produced FL 01 BS16-112-24340 as identification.

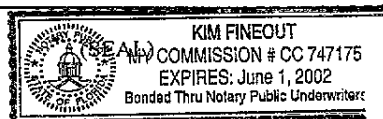
(Sign on this line.)

(Print name legibly on this line.)

NOTARY PUBLIC, State of Florida

COMMISSION NO.: _____

EXPIRATION DATE: _____



STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 17 day of December, 2001, by CAROL ROONEY-FREEMAN, as Chairman of the Board of DISTRICT 5 COMMUNITY HEALTH PURCHASING ALLIANCE, INC., a corporation not for profit organized and existing under the laws of the State of Florida, on behalf of the corporation not for profit, who is personally known to me or has produced FIDLR 516-11254-31412 as identification.

Kim Fineout
(Sign on this line.)



(Print name legibly on this line.)

NOTARY PUBLIC, State of Florida
COMMISSION NO.: _____
EXPIRATION DATE: _____

(SEAL)

**WRITTEN CONSENT OF DIRECTORS
IN LIEU OF SPECIAL MEETING
OF THE DIRECTORS OF
DISTRICT 5 COMMUNITY HEALTH
PURCHASING ALLIANCE, INC.**

Pursuant to Section 617.0821 of the Florida Statutes, the undersigned, being all of the remaining directors of District 5 Community Health Purchasing Alliance, Inc., a corporation not for profit organized and existing under the laws of the State of Florida with its principal place of business at (and the mailing address of which is) 5719 27th Avenue South, Gulfport, Florida 33707, (the "Corporation"), hereby take and adopt the following actions by unanimous written consent in lieu of holding a special meeting:

1. It is deemed advisable and in the best interests of the Corporation that the Corporation be dissolved;

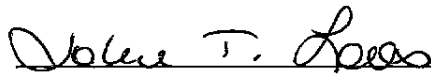
2. The attached Plan for the Distribution of the Assets of the Corporation (the "Plan") is hereby adopted as the plan for the distribution of the assets of the Corporation required by, and consistent with, Section 617.1406 of the Florida Statutes and the articles of incorporation of the Corporation;

3. The officers of the Corporation and its Executive Director, Pamela J. League, are authorized and directed to take any and all actions deemed necessary or desirable to wind up the affairs of the Corporation and liquidate its assets and to effectuate the Plan.

4. The Corporation shall be formally dissolved and the officers of the Corporation and its Executive Director, Pamela J. League, are authorized and directed to take all actions they deem necessary or desirable to effectuate the dissolution of the Corporation.

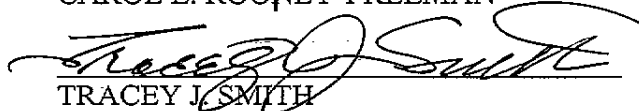
The foregoing actions shall be effective as of December 31, 2001.

Directors:


JOLENE T. LOOS


DANA H. MALEY


CAROL L. ROONEY-FREEMAN


TRACEY J. SMITH