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TRENAM KEMKER

NO. 1929 P. 1/51

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DISSOLUTION OR WITHDRAWAL
LIFELINK HEALTHCARE INSTITUTE, INC.

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**ARTICLES OF DISSOLUTION
OF
LIFELINK HEALTHCARE INSTITUTE, INC.**

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Pursuant to the provisions of Sections 617.1402(1) and 607.1403 of the Florida Not For Profit Corporation Act, the undersigned not for profit corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation (the "Corporation") is:

LifeLink HealthCare Institute, Inc.

2. The dissolution of the Corporation, in accordance with the Plan of Dissolution and Liquidation attached hereto as Exhibit A, was recommended to the sole member of the Corporation for approval by a majority of the members of the Board of Directors of the Corporation at a duly called meeting on August 2, 2010, and the sole member approved the dissolution, in accordance with the Plan of Dissolution and Liquidation attached hereto as Exhibit A, at a duly called meeting on August 5, 2010.

3. The vote of the sole member approving the dissolution of the Corporation in accordance with the Plan of Dissolution and Liquidation attached hereto as Exhibit A was sufficient for the approval of such dissolution.

4. The effective date of the dissolution shall be the day that these Articles of Dissolution are filed with the Florida Department of State.

DATED this 1st day of October, 2010.

LIFELINK HEALTHCARE INSTITUTE, INC.

By: *Dennis F. Heimrichs*
Dennis F. Heimrichs, MBA, President

Exhibit A

**PLAN OF DISSOLUTION AND LIQUIDATION
OF
LIFELINK HEALTHCARE INSTITUTE, INC.**

As of 12:01 a.m. on the date of filing of Articles of Dissolution of LIFELINK HEALTHCARE INSTITUTE, INC. (the "Institute") with the Department of State of the State of Florida, the date of such filing to be determined by the officers of the Institute to be in the best interests of the Institute, the Institute shall be voluntarily dissolved and liquidated, pursuant to the following Plan of Dissolution and Liquidation:

1. The appropriate officers are hereby authorized and directed to proceed promptly to wind up the Institute's affairs by collecting its assets and settling, providing for or otherwise paying or making provision for the payment of the debts, liabilities, and obligations of the Institute including retaining funds for a time and in an amount that such officers in their discretion deem prudent.
2. The appropriate officers are hereby authorized and directed to transfer, by delivery of a bill of sale, to LifeLink Foundation, Inc. (the "Foundation"), a Florida non-profit corporation, the tangible personal property owned by the Institute (other than its patient records) in consideration for the payment by the Foundation of the book value of such tangible personal property.
3. The appropriate officers are hereby authorized and directed to take such steps as are necessary to ensure that the Institute continues to fulfill its obligations to the Foundation, including maintaining the Institute's bank account(s) and any lock-box arrangement currently in place, pursuant to that certain Agreement For Purchase of Accounts Receivable dated May 1, 2003, in partial satisfaction of the indebtedness owed by the Institute to the Foundation for funds advanced to finance the operations of the Institute prior to its dissolution, thus enabling the Foundation to recover as much of the funds advanced to the Institute as possible through collection of the Institute's remaining accounts receivable, such receivables being pledged by the Institute to the Foundation to secure the above-described indebtedness.
4. The appropriate officers are hereby authorized and directed to make a liquidating distribution or distributions of the remaining assets of the Institute, if any, to the Foundation, as the sole member of the Institute, in accordance with the provisions of Article IX of the Articles of Incorporation and Article XI of the Bylaws of the Institute, at such time and in such manner as the Board of Directors of the Institute deems appropriate and proper.
5. The appropriate officers are hereby authorized and directed to pay all fees and taxes and to do and to cause to be done such other acts, including execution and delivery of documents and instruments in the name of the Institute, as they deem necessary or proper in order to carry out the winding up and liquidation of the business and affairs of the Institute.