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To	DISSOLUTIONS	From	V HODGE
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DISSOLUTION

PHYSICIANS FOR PREVENTION, INC.

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ARTICLES OF DISSOLUTION
OF
PHYSICIANS FOR PREVENTION, INC.

Pursuant to the provisions of Section 617.1402 of the Florida Not for Profit Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving this corporation:

1. The name of this corporation is PHYSICIANS FOR PREVENTION, INC. (the "Corporation").
2. The Corporation has no members. A resolution to dissolve the Corporation was adopted by the Board of Directors on the 28th day of December, 1999 by unanimous vote of the five (5) directors then in office.
3. The Plan of Distribution of Assets (the "Plan") was adopted on December 28, 1999 pursuant to Section 617.1406(2) by unanimous vote of the five (5) directors then in office. The resolution was adopted by written consent in accordance with Section 617.0821. A copy of the Plan is attached hereto and made a part hereof.
4. The dissolution of the Corporation shall be effective as of 11:59 p.m. on the date of the filing of these Articles of Dissolution with the Secretary of State of the State of Florida.

Dated this 28th day of December, 1999.

PHYSICIANS FOR PREVENTION, INC.

By: Mark S. Gold
Mark S. Gold, Chairman of the Board

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**PLAN OF DISTRIBUTION OF ASSETS OF
PHYSICIANS FOR PREVENTION, INC.**

This Plan of Distribution of Assets (hereinafter called "the Plan"), is for the purpose of effecting the distribution of assets of Physicians for Prevention, Inc., a Florida corporation (the "Corporation"), in accordance with the applicable provisions of the Florida Not For Profit Corporation Act (the "Act") and the Internal Revenue Code of 1986, as amended, pursuant to the following steps:

1.

The Plan shall become effective upon its adoption by the directors of the Corporation.

2.

The directors and officers of the Corporation shall take all proper proceedings in the manner provided by law to distribute the assets of the Corporation such that:

- (a) All liabilities and obligations of the Corporation are paid and discharged, or adequate provisions are made therefor;
- (b) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, are returned, transferred or conveyed in accordance with such requirements;
- (c) Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of dissolution, are transferred or conveyed fifty percent (50%) to The University of Florida Foundation and fifty percent (50%) to Gateway Community Services, Inc. ("Gateway"). The assets transferred and conveyed to Gateway are to be used (i) to establish a Foundation for Gateway and (ii) for medical education and/or use with the medical professionals at Gateway.
- (d) Other assets, if any, are distributed in accordance with the provisions of the Articles of Incorporation or the Bylaws of the Corporation to the extent that the Articles of Incorporation or the Bylaws provide for distribution to others.

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3.

The directors and officers of the Corporation shall carry out and consummate the Plan and shall have power to adopt all resolutions, execute all documents and file all papers, and take all other actions they deem necessary or desirable for the purpose of effecting distribution of the assets of the Corporation.

I, Mark S. Gold, do hereby certify that I am the Chairman of the Board of Physicians for Prevention, Inc., a Florida corporation; that the foregoing Plan of Distribution of Assets of Physicians for Prevention, Inc. was adopted by written consent of the directors of the Corporation as of December 28, 1999, and that the same has not been in any manner repealed or amended but remains in full force and effect this 28th day of December, 1999.


Mark S. Gold, Chairman of the Board