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MIAMI CHILDREN'S HOSPITAL
THE MARY ANN KNIGHT INTERNATIONAL INSTITUTE OF PEDIATRICS
FOUNDED AS VARIETY CHILDREN'S HOSPITAL

David W. Carroll
Senior Vice President
and Chief Financial Officer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR -5 PM 1:09

March 27, 2002

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

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-04/08/02--01011--002
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Dear Sir/Madam:

RE: Dissolution of two (2) Corporations:
Miami Children's Hospital Medical Journal, Inc.
Children's Health Kare of South Florida, Inc.

Attached herewith are the required documents for dissolution of the above-mentioned corporations originally established by Miami Children's Hospital:

- Check totaling $52.50
- Article of Dissolution (Miami Children's Hospital Medical Journal Inc.)
- Resolution of Board of Directors

- Check totaling $52.50
- Article of Dissolution (Children's Health Kare of South Florida, Inc.
- Resolution of Board of Directors

Thank you for your assistance with this matter. If you have any questions or concerns please call me at (305) 662-8202.

Sincerely,

David W. Carroll
Senior Vice President & CFO

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V SHEPARD APR 1 0 2002

3100 S.W. 62nd Avenue, Miami, FL 33155-3009 / 305-666-6511, Ext.2551 / Fax: 305-665-1576 / E-mail: david.carroll@mch.com
Visit us online at www.mch.com

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DIVISION OF CORPORATIONS
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ARTICLES OF DISSOLUTION

CHILDREN'S HEALTH KARE OF SOUTH FLORIDA, INC

Pursuant to Section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

I. The name of the corporation is Children's Health Kare of South Florida, Inc.

II. The corporation has no members with voting rights. The corporation acts through its Board of Directors.

III. On April 5, 2001, the Board of Directors voted to adopt a resolution authorizing dissolution of the corporation. The number of directors in office was three and all voted in favor of the resolution.

Signed this 5TH day of April, 2002.

Signature: ______________________
By: David Carroll, as Chairman of the Board
and Treasurer/CFO

RESOLUTION OF THE BOARD OF DIRECTORS

CHILDREN'S HEALTH KARE OF SOUTH FLORIDA, INC.

APRIL 5, 2001

Pursuant to Section 617.1402 (2), Florida Statutes, and other applicable rules and regulations, the undersigned, as members of the Board of Directors of Children's Health Kare of South Florida, Inc., a Florida not-for-profit corporation (the "Corporation"), do hereby consent to and approve the following resolution by unanimous written consent in lieu of a meeting of the Board of Directors:

BE IT RESOLVED that the Board of Directors hereby authorizes an Acting Corporate Representative, in the name and on behalf of the Corporation, to take all steps necessary under Florida law, the Corporation's Articles of Incorporation and its Bylaws to dissolve the Corporation by April 15, 2002; and be it further

RESOLVED that upon dissolution of the Corporation, all bank accounts, if any, shall be closed, and all assets remaining after payment of all debts and liabilities of the Corporation, if any, shall be distributed to Miami Children's Hospital, pursuant to the Corporation's Articles of Incorporation; and be it further

RESOLVED that any Director of the Corporation may act as an Acting Corporate Representative, in the name of and on behalf of the Corporation, for all purposes associated with this Resolution.

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Corporation, have executed this written consent to action as of the 5th day of April, 2002.

Barbara Duffy

Barbara Duffy, Director

David Carroll

David Carroll, Director

Denise Jaques

Denise Jaques, Director