

N 9600000 3650

Florida Department of State
Division of Corporations
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DISSOLUTION

SOUTH FLORIDA BAPTIST HOSPITAL PHYSICIAN SERVICES, I

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**ARTICLES OF DISSOLUTION
OF
SOUTH FLORIDA BAPTIST HOSPITAL PHYSICIAN SERVICES, INC.**

Pursuant to the provisions of Section 617.1403 of the Florida Not For Profit Corporation Act, SOUTH FLORIDA BAPTIST HOSPITAL PHYSICIAN SERVICES, INC. (Document No. N96000003650), (the "Corporation") a Florida not for profit corporation organized and existing under the laws of the State of Florida, adopts the following Articles of Dissolution for the purposes of dissolving the Corporation:

1. The name of the Corporation is: SOUTH FLORIDA BAPTIST HOSPITAL PHYSICIAN SERVICES, INC.

2. The Corporation has no members entitled to vote on dissolution. The Corporation's board of directors adopted a resolution authorizing the dissolution on December 21st, 2001. The board of directors consists of three (3) directors and their vote was unanimous in favor of dissolution.

3. Complete liquidation and or distribution of the Corporation's assets were made to South Florida Baptist Hospital, Inc. on December 31st, 2001.

4. These Articles of Dissolution shall be effective as of the date of filing with the office of the Florida Secretary of State.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be executed as of the 28th day of February, 2002.

**SOUTH FLORIDA BAPTIST HOSPITAL
PHYSICIAN SERVICES, INC.,** a Florida not for
profit corporation

By: _____

Isaac Mallah, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
SOUTH FLORIDA BAPTIST HOSPITAL PHYSICIAN SERVICES, INC.**

The undersigned, being all the members of the board of directors of SOUTH FLORIDA BAPTIST HOSPITAL PHYSICIAN SERVICES, INC., a Florida not for profit corporation (the "Corporation"), hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements for notice; and hereby consent in writing to the adoption of the following resolutions, taking said action in lieu of a meeting of the board of directors of the Corporation pursuant to Section 617.0821 of the Florida Not For Profit Corporation Act:

WHEREAS, the Corporation's board of directors believe it is in the best interest of the Corporation that the Corporation be dissolved and liquidated; and

WHEREAS, South Florida Baptist Hospital, Inc., a Florida not for profit corporation (the "Hospital"), has agreed to accept all of the Corporation's assets and liabilities.

NOW, THEREFORE, the board of directors hereby adopts the following resolutions:

RESOLVED, that the Corporation be dissolved and liquidated in accordance with the Plan of Distribution attached hereto and made a part hereof as Exhibit "A" ("Plan").

RESOLVED, that the President of the Corporation, Isaac Mallah, is hereby authorized, empowered and directed to transfer or otherwise liquidate any and all of the properties of the Corporation which in his judgment should be transferred or liquidated to facilitate the complete liquidation and dissolution of the Corporation to the Hospital.

RESOLVED, that (unless a decision to abandon the Plan shall be made pursuant to the terms of the Plan) the Officers of the Corporation be, and hereby are, authorized, empowered and directed to transfer all of the Corporation's assets and liabilities to the Hospital and to wind up the affairs of the Corporation.

RESOLVED, that the filing of Articles of Dissolution attached hereto and made a part hereof as Exhibit "B" with the Secretary of State of the State of Florida be, and is, hereby ratified and approved.

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RESOLVED, that the actions in the foregoing resolutions providing for the complete transfer and/or distribution of the Corporation's assets be completed as soon as practicable, but in no event later than ninety (90) days from the date of this action.

RESOLVED, that the Officers of the Corporation be, and hereby are, authorized and directed to pay all such fees, taxes and other costs, and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the transfer, distribution, liquidation, and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

These resolutions may be signed in one or more counterparts, each of which shall be an original, and all of which when taken together shall constitute one and the same instrument.


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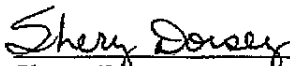
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IN WITNESS WHEREOF, the undersigned, being the board of directors of the Corporation has hereunto set their hands and seals for the purposes herein expressed as of the 21st day of December, 2001.

DIRECTORS:


Isaac Mallah


William G. Ulbricht


Sherry Dorsey

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EXHIBIT "A"

**PLAN OF DISTRIBUTION
OF
SOUTH FLORIDA BAPTIST HOSPITAL PHYSICIAN SERVICES, INC.**

[SEE ATTACHED]

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**PLAN OF DISTRIBUTION
OF
SOUTH FLORIDA BAPTIST HOSPITAL PHYSICIAN SERVICES, INC.**

This Plan of Distribution ("Plan") is intended to accomplish the dissolution and complete liquidation of SOUTH FLORIDA BAPTIST HOSPITAL PHYSICIAN SERVICES, INC., a Florida not for profit corporation (the "Corporation"), through the distribution of all the Corporation's assets to the South Florida Baptist Hospital, Inc. (the "Hospital") in complete liquidation of the Corporation pursuant to Section 331 of the Internal Revenue Code. Such liquidation, distribution and dissolution shall be accomplished in the manner stated in this Plan.

1. Approval. This Plan shall be considered adopted by the Corporation and in effect on the date it has been approved and adopted by the board of directors of the Corporation.

2. Liquidation Period. The "Liquidation Period" shall mean the period beginning with the effective date of this Plan and ending ninety (90) days from the effective date thereof, or, if sooner, on the date all of the assets of the Corporation are distributed to the Hospital as provided herein.

3. Abandonment. Notwithstanding the fact that the Plan has become effective, the directors of the Corporation may, in their discretion, abandon this Plan and direct that no further steps shall be taken to carry such Plan into effect.

4. Winding Up of Business. During the Liquidation Period, the Corporation shall continue in business to the extent necessary to do all things provided in this Plan.

5. Distribution of Assets. During the Liquidation Period:

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(i) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefore. Specifically, all liabilities and obligations of the Corporation shall be transferred to the Hospital, which has agreed to accept the same.

(ii) Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution hereof, shall be returned, transferred, or conveyed in accordance with such requirements.

(iii) 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 the dissolution hereof, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in this Plan.

(iv) Other assets, if any, shall be distributed in accordance with the provisions of the Corporation's Articles of Incorporation or Bylaws to the extent that the Articles of Incorporation or the Bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others.

(v) Any remaining assets shall be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in this Plan.

(vi) Notwithstanding any provision of this Section 5 to the contrary, all assets and liabilities of the Corporation, to the extent permissible, shall be distributed and transferred to the Hospital. Any assets that cannot be distributed to the Hospital shall be distributed in accordance

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with this Section 5, or at the sole discretion of the Corporation's President in accordance with the restrictions of this Section 5 and the terms and conditions of any restriction on such assets.

6. Federal Filing Requirements. Within ninety (90) days following the effective date of this Plan, the President of the Corporation shall file Treasury Department Form 966 with the appropriate office of the Internal Revenue Service, and all required attachments thereto.

7. Closing of Corporation's Books. Upon the final distribution and transfer of all the assets and liabilities of the Corporation, the President of the Corporation shall instruct the Corporation's accountant(s) to close the books of the Corporation and to prepare and timely file all applicable income tax returns on behalf of the Corporation and such other forms as are appropriate.

8. State Filing Requirements. All documents required to be filed with the State of Florida, including the Articles of Dissolution of the Corporation, as required under the provisions of Florida law shall be filed with the Secretary of State for the State of Florida by the President of the Corporation within ninety (90) days following the effective date of this Plan.

9. Authorization of Necessary Acts. The officers and directors of the Corporation shall have the power to adopt all resolutions, execute all documents and are authorized, empowered and directed to file all papers and take whatever action as they deem necessary or desirable for the purpose of effecting the complete distribution, liquidation and dissolution of the Corporation, and for carrying out the other purposes and intentions of the Plan. The Corporation shall hold them harmless under this Plan for any action taken in good faith, and any expense or liability so incurred.

10. Intent. It is intended that this Plan shall be a plan of complete liquidation within the terms of Section 331 of the Internal Revenue Code of 1986, as amended (the "Code"). This Plan

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shall be deemed to authorize such action as, in the opinion of counsel of the Corporation, may be necessary to conform with the provisions of Code Section 331.

OFFICER CERTIFICATE

By execution hereof, the President of the Corporation hereby acknowledges that this Plan is the valid Plan of the Corporation, and has been adopted by the Corporation in compliance with Florida Statute Section 617.1406(2).


Isaac Mallah, President

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EXHIBIT "B"

ARTICLES OF DISSOLUTION

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PHYSICIAN SERVICES, INC.,** a Florida not for
profit corporation

By: Isaac Mallah
Isaac Mallah, President

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