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FILE 151



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 020583 4369500

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 43.75

ORDER DATE : November 4, 1998

ORDER TIME : 9:50 AM

ORDER NO. : 020583-005

CUSTOMER NO: 4369500

CUSTOMER: Judy Diamond, Legal Assistant
Mcdermott, Will & Emery
201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

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DOMESTIC FILINGS

NAME: PANHANDLE HEALTH SYSTEMS,
INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 4 PM 2:05

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS: Sp

OK KB

Dissolution
11/4/98

**ARTICLES OF DISSOLUTION
OF
PANHANDLE HEALTH SYSTEMS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Panhandle Health Systems, Inc. (the "Corporation"), for the purpose of dissolving, pursuant to the provisions of Section 617.1403 of the Florida Not For Profit Corporation Act, hereby executes the following Articles of Dissolution:

FIRST: The name of the Corporation is Panhandle Health Systems, Inc.

SECOND: The Corporation was incorporated in Florida on September 12, 1996.

THIRD: The Corporation does not have any members, directors or officers. The Corporation is not conducting any business or operations.

FOURTH: The Corporation, and the sole, remaining Assignee of the Sole Incorporator, have no intention of revoking these Articles of Dissolution and have no intention of continuing to use the name "Panhandle Health Systems, Inc."

FIFTH: Adequate provision has been made for the payment and discharge of all liabilities and obligations, if any, of the Corporation.

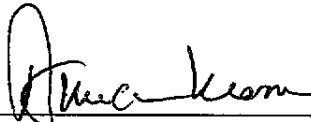
SIXTH: All the remaining property and assets of the Corporation, if any, have been distributed in accordance with that certain Plan of Complete Liquidation, Dissolution and Distribution of Assets, the terms of which are set forth in the Certificate attached hereto as Exhibit A and made a part of these Articles of Dissolution.

SEVENTH: The undersigned, as the sole, remaining Assignee of the Sole Incorporator, authorizes the voluntary dissolution of the Corporation as of the date hereof.

IN WITNESS WHEREOF, the Corporation has caused these Articles of
Dissolution to be executed by the sole, remaining Assignee of the Sole Incorporator as of May
20, 1998.

PANHANDLE HEALTH SYSTEMS, INC.

By: ASSIGNEE OF THE SOLE
INCORPORATOR



DUNCAN MOORE

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EXHIBIT A
CERTIFICATE

The undersigned, as Assignee of the Sole Incorporator of Panhandle Health Systems, Inc., a Florida not for profit corporation incorporated on September 12, 1996 (the "Corporation"), hereby certifies the following in connection with the Corporation's dissolution:

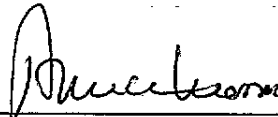
1. The Corporation shall not revoke its dissolution and has no intention of continuing to use the name "Panhandle Health Systems, Inc.";
2. The Corporation has adopted a plan for the distribution of its assets, if any, pursuant to the provisions of Section 617.1406(2) of the Florida Not For Profit Corporation Act, to the extent it applies;
3. The Corporation does not have any members, directors or officers and is not conducting any business; and
4. The following is a copy of the Corporation's plan for dissolution and distribution of its assets, if any:

**PLAN OF COMPLETE LIQUIDATION, DISSOLUTION AND
DISTRIBUTION OF ASSETS**

1. Panhandle Health Systems, Inc., incorporated on September 12, 1996 as a Florida not for profit corporation, shall be completely liquidated and dissolved pursuant to the Florida Not For Profit Corporation Act. The Corporation shall not revoke its dissolution.
2. All liabilities and obligations, if any, of the Corporation have been or will be paid and discharged, or adequate provisions shall be made therefor.
3. Any assets, if any, held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

4. --The Corporation does not hold any assets subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes.
5. After payment of, or making provisions for, any liabilities of the Corporation, and after compliance with provision 3 of this Plan as set forth above, all of the remaining property and assets of the Corporation, if any, of whatsoever kind and character and wherever located, shall be distributed in accordance with the Corporation's articles of incorporation and applicable law.
6. The liquidation and dissolution of the Corporation pursuant to the Plan shall be completed on or before June 15, 1998.
7. The Corporation shall file with the Florida Department of State, as soon as practicable, Articles of Dissolution pursuant to the Florida Not For Profit Corporation Act, along with any other forms required by state or federal law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the
20th day of May, 1998.



DUNCAN MOORE, Assignee of the Sole
Incorporator