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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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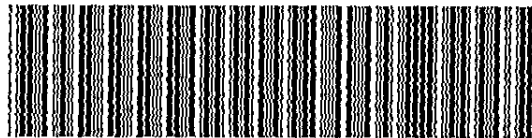
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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LAW OFFICES

NUYEN, TOMTISHEN AND AOUN, P.C.

640 GRISWOLD
NORTHVILLE, MICHIGAN 48167
248-449-2700
FAX: 248-449-8775

William S. Hammond
248-735-6909 (direct)
wsh@ntalaw.com (email)

January 9, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Total of Florida Holdings Company, Inc.
FEI Number 650718493**

Dear Sir/Madam:

Enclosed for filing with the Department of State, Division of Corporations, with respect to Total of Florida Holdings Company, Inc. (FEI Number 650718493) ("Total") are the following:

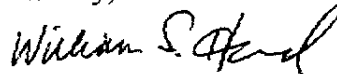
- Articles of Dissolution
- Plan of Distribution of Assets Upon Dissolution w/Officer's Certificate
- Check for filing fee in the amount of \$35.00

Please process the foregoing in your usual manner. In addition, I have included a copy of the first two items which I would like to have time-stamped and returned to me via U.S. Mail in the enclosed, self-addressed and stamped envelop.

For your information, the Articles of Dissolution are being filed pursuant to Florida Statutes, Section 617.1403 and the Plan of Distribution of Assets Upon Dissolution (together with Officer's Certificate) is being filed pursuant to Florida Statutes, Section 617.1406. As required, both of these items were recommended by the Board of Directors of Total to its sole corporate member by unanimous consent resolution dated November 22, 2002. The sole corporate member approved the Articles of Dissolution and Plan of Distribution of Assets Upon Dissolution on November 22, 2002.

Should you have any questions concerning the enclosures or this matter, please feel free to contact me at 248-449-2700.

Sincerely,



William S. Hammond

WSH/grp
Enclosures
N0009904.DOC

ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is Total of Florida Holdings Company, Inc.

SECOND: Adoption of dissolution
(Complete Section I or II)

SECTION I

If the corporation has members entitled to vote:

The date of the meeting of members at which the resolution to dissolve was adopted

(CHECK ONE)

- ☐ The number of votes cast for dissolution was sufficient for approval.
- ☒ The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members with voting rights:

The corporation has no members or members with voting rights.

The date of adoption of the resolution by the board of directors was 11/22/02

The number of directors in office was 3 and the vote for the resolution was 3 for and 0 against.

Signed this 22nd day of November, 2002

Signature Frances Lynch
(By the Chairman or Vice Chairman of the Board, President or other officer)

Frances Lynch
(Typed or printed name)
Chairperson
(Title)

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TALLAHASSEE, FLORIDA

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Officer's Certificate

The Plan of Distribution of Assets Upon Dissolution of Total of Florida Holdings, Inc. (the "Company") attached hereto as Exhibit A is true and correct and was recommended by the Company's directors for approval to the Company's sole corporate member, and the corporate member approved and adopted said Plan by written consent, all in compliance with the requirements of subsection (1) of Section 617.1406 of the Florida Corporations Not For Profit Act.

Lyle E Algate
Lyle Algate, Chief Executive Officer

November 22, 2002

Subscribed and sworn to before me
this 22, day of November, 2002

Nancy Woodard
(Notary Public)

Wayne, County, *Michigan*

My Commission expires: *6-11-2004*

NANCY WOODARD
NOTARY PUBLIC, MACOMB CO., MI
MY COMMISSION EXPIRES June 11, 2004
ACTING IN WAYNE COUNTY, MI

N0008876

EXHIBIT A

**PLAN OF DISTRIBUTION OF ASSETS UPON DISSOLUTION
OF
TOTAL OF FLORIDA HOLDINGS, INC.**

There being no remaining known liabilities or obligations of the Company, and there being no reasonable expectation that the Company shall have any unascertained or contingent liabilities and expenses since, among other things, the Company was not engaged in an active trade or business nor a party to any contract or agreement, and there being no assets held by the Company requiring return, transfer or conveyance upon the Company's dissolution, the sole existing asset of the Company, being a membership interest in Total Health Choice, Inc., a Florida not for profit corporation, shall be distributed and transferred to the Company's sole member as soon as practicable following the approval of the Company's dissolution and this Plan of Distribution of Assets Upon Dissolution.