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C. Coulliette NOV 25 2002

CT CORPORATION SYSTEM

November 25, 2002

Secretary of State, Florida  
409 East Gaines Street  
N/A  
Tallahassee FL 32399

Re: Order #: 5730094 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Panzl & Company, P.A. (FL)  
Misc - Domestic Corporate Filing - Articles of Revocation  
Florida

*(1) Certified Copy Please. Thank you!*

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**CT CORPORATION SYSTEM**

Sincerely,

Melanie S Strickland  
Fulfillment Specialist  
Melanie\_Strickland@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**ARTICLES OF REVOCATION OF DISSOLUTION**

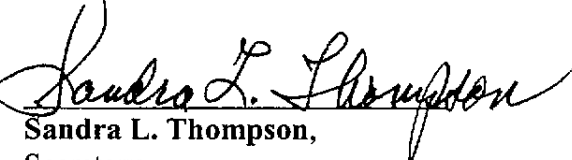
Pursuant to the authority of §607.1404 of the Florida Business Corporation Act, **USMG ACQUISITION CORP.**, a Florida corporation (the "Corporation"), hereby files the following Articles of Revocation of Dissolution:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

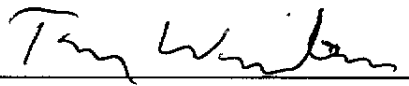
- (1) ARTICLE FIRST: The name of the Corporation is "USMG Acquisition Corp."
- (2) ARTICLE SECOND: The effective date of the dissolution of the Corporation which has been revoked was August 20, 2002.
- (3) ARTICLE THIRD: The date upon which the revocation of dissolution was authorized was October 30, 2002.
- (4) ARTICLE FOURTH: The prior dissolution of the Corporation was revoked by the unanimous written consent of the shareholders and directors of the Corporation, which vote of the shareholders and directors was sufficient for approval of the revocation of dissolution described herein.

IN WITNESS WHEREOF, the undersigned officers have duly executed these Articles of Revocation of Dissolution on behalf of the Corporation this 21<sup>st</sup> day of November, 2002.

ATTEST:

  
Sandra L. Thompson,  
Secretary

USMG ACQUISITION CORP.

By:   
Thomas F. Winters, Jr., M.D.,  
President

**ARTICLES OF DISSOLUTION**

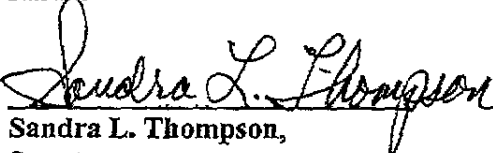
Pursuant to §607.1401 of the Florida Business Corporation Act, USMG ACQUISITION CORP., a Florida corporation (the "Corporation"), submits and files these Articles of Dissolution with the Florida Department of State and provides the following information:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- (1) ARTICLE FIRST: The name of the Corporation is USMG Acquisition Corp.
- (2) ARTICLE SECOND: The Corporation has never issued shares of its authorized capital stock, and, as a consequence thereof, this dissolution is being effected and was authorized pursuant to the requirements of §607.1401 of the Florida Business Corporation Act.
- (3) ARTICLE THIRD: The complete dissolution and liquidation of the Corporation was duly adopted and approved by unanimous written consent of all of the members of the Board of Directors of the Corporation pursuant to §607.1401, §607.1403, and §607.0821 of the Florida Business Corporation Act on June 30, 2002.
- (4) ARTICLE FOURTH: The effective date of the dissolution of the Corporation shall be the date of filing of these Articles of Dissolution with the Department of State of Florida.

IN WITNESS WHEREOF, the undersigned officers have duly executed these Articles of Dissolution on behalf of the Corporation this 30th day of June, 2002.

Attest:

  
Sandra L. Thompson,  
Secretary

USMG ACQUISITION CORP.

By:   
Thomas F. Winters, Jr., M.D.,  
President