

# PO2000130139

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## DISSOLUTION OR WITHDRAWAL

OMNI PREMIUM RESERVE, INC.

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DISS

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**ARTICLES OF DISSOLUTION**

**OF**

**OMNI PREMIUM RESERVE, INC.**

The undersigned hereby submits to the Florida Secretary of State these Articles of Dissolution of OMNI PREMIUM RESERVE, INC. (the "Corporation")


I. *The name of the Corporation is Omni Premium Reserve, Inc.*

II. *Dissolution of the Corporation was authorized on the 31<sup>st</sup> day of July, 2006.*

III. *The dissolution of the Corporation was approved by the shareholders and the number of votes cast for dissolution is sufficient for approval. The Corporation has a single class of stock.*

IV. *The dissolution of the Corporation shall be effective upon the filing of these Articles of Dissolution with the Florida Secretary of State.*

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution this 7 day of August, 2006.

  
\_\_\_\_\_  
Jashbhai K. Patel, President

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## PLAN OF LIQUIDATION

Omni Healthcare, Inc., a Florida corporation ("Parent"), whose Federal Employer Identification Number is 59-3169815, hereby adopts this Plan of Liquidation ("Plan") with respect to its subsidiary Omni Premium Reserve, Inc., a Florida corporation ("Subsidiary"), whose Federal Employer Identification Number is 52-2389473.

1. **Articles of Dissolution.** Parent shall cause to be filed for Subsidiary Articles of Dissolution with the Secretary of State of the state of Florida.

2. **Distribution of Assets and Assumption of Liabilities.** After Articles of Dissolution are filed with the Secretary of State of the state of Florida for Subsidiary, all assets of Subsidiary shall be distributed to Parent subject to any liabilities of Subsidiary. All known claims against the assets of Subsidiary shall be paid by Parent from the assets of Subsidiary. The Parent shall cause to be delivered to each known claimant of Subsidiary the information required by Section 607.1406(2), *Florida Statutes*. The board of directors of Subsidiary shall administer all claims filed against the assets of Subsidiary. Parent shall not be liable for claims against the Subsidiary except to the extent of the assets received by Parent in the liquidation of Subsidiary.

3. **Cancellation of Stock.** On payment of all claims of Subsidiary and the receipt by Parent of the remaining assets of Subsidiary, Parent's stock ownership in Subsidiary shall be cancelled.

4. **Tax Returns.** Parent shall cause final income tax returns to be filed for Subsidiary with the Internal Revenue Service and the Florida Department of Revenue. Any tax liability of Subsidiary shall be satisfied from Subsidiary's assets.

5. **Effective Date.** The liquidation of Subsidiary shall occur not later than December 31, 2006.

6. **Additional Reporting .** Parent shall file with its tax return for calendar year 2006, the information required by Treas. Reg. § 1.332-6T. Subsidiary shall file IRS Form 966 not later than thirty (30) days after the adoption of this Plan.

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IN WITNESS WHEREOF, Parent and Subsidiary have adopted this Plan  
on the date indicated below.

OMNI HEALTHCARE, INC.

By:   
Jashbhai K. Patel, M.D.

Date Signed: July 31, 2006

OMNI PREMIUM RESERVE, INC.

By:   
Jashbhai K. Patel, M.D.

Date Signed: July 31, 2006

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