

P110000021039

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(City/State/Zip/Phone #)

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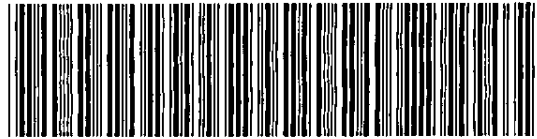
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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PICK UP: 2-3-16

- ☒ CERTIFIED COPY _____
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1. Cenpatico of Florida, Inc.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

EXHIBIT A
ARTICLES OF DISSOLUTION
OF
CENPATICO OF FLORIDA, INC.

These Articles of Dissolution are filed pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, and provide as follows:

1. The name of the corporation is **CENPATICO OF FLORIDA, INC.** (the "Corporation").

2. The Corporation was formed in the State of Florida effective March 01, 2011, under Document No. P11000021039.

3. The dissolution of the Corporation was authorized by the Shareholders and the Directors of the Corporation by a unanimous written consent dated as of December 1, 2015. The number of votes cast for dissolution was sufficient for approval.

4. The net assets of the Corporation remaining after the winding-up of the Corporation have been distributed to the shareholders of record.

5. In accordance with the Florida Business Corporation Act, the dissolution of the Corporation shall be effective upon filing of these Articles of Dissolution with the Department of State of the State of Florida.

[Signature page to follow]

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Dissolution as of December 1, 2015.

CENPATICO OF FLORIDA, INC.

By: Michael D. McKinney, MD
Michael D. McKinney, MD, President

EXHIBIT B

PLAN OF LIQUIDATION AND DISSOLUTION

PLAN OF COMPLETE LIQUIDATION

RESOLVED, that it is deemed advisable and for the benefit of the Corporation that it should be liquidated and dissolved.

FURTHER RESOLVED, that a plan of liquidation be, and hereby is, formulated to effect the liquidation and dissolution of the Corporation in accordance with the following resolutions.

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties of the Corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation.

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to execute termination agreements with the appropriate individuals terminating any and all existing agreements, leases, contracts or other agreements with the Company in effect at the time of this resolution.

FURTHER RESOLVED, that the undersigned consent to the filing of the cancellation of the Florida Profit Corporation Cenpatico of Florida, Inc. Document number P11000021039 FEI/EIN Number 275349029 to transact business as licensed by the State of Florida.

FURTHER RESOLVED, that after providing for all proper debts of the Corporation, the remaining assets of the Corporation be distributed to the sole shareholder of the Corporation.

FURTHER RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation and distribution of the assets of the Corporation be commenced as soon as practicable.

FURTHER RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to deliver or publish notices as may be appropriate to all known and unknown creditors of the Corporation.

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

MISCELLANEOUS

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to take other actions as may be necessary or desirable to accomplish the intent of the foregoing resolutions.

FURTHER RESOLVED, that all of the actions taken by the officers and directors of the Corporation shall be, and hereby are, ratified, confirmed and approved.

**WRITTEN CONSENT OF THE SHAREHOLDERS
AND DIRECTORS OF
CENPATICO OF FLORIDA, INC.**

December 1, 2015

Pursuant to the authority contained in §607.0704 and §607.0821 of the Florida Business Corporation Act, the undersigned, being all of the shareholders (the "Shareholders") and all of the directors (the "Directors") of CENPATICO OF FLORIDA, INC., a Florida corporation (the "Corporation"), do hereby consent to adopt the following corporate resolutions in lieu of a meeting of the Shareholders and Directors, waiving all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.

WHEREAS, the Directors believe that it is in the best interests of Corporation to dissolve, and recommend to the Shareholders the dissolution of the Corporation; and

IT IS RESOLVED, that the undersigned Shareholders and Directors do hereby ratify, authorize and approve: (i) the execution and delivery by the Corporation of the Articles of Dissolution (the "Articles") to the Florida Department of State substantially in the form attached hereto as Exhibit A; and (iii) the consummation of all transactions provided for and contemplated in the Articles, as applicable; and it is

RESOLVED, that the Directors of the Corporation have considered and approved and recommended to the Shareholders for adoption, a plan of dissolution and complete liquidation of the Corporation; and the Shareholders do hereby approve and adopt such plan, attached hereto as Exhibit B.

NOW, THEREFORE, BE IT RESOLVED, that the plan of liquidation be, and it hereby is, formulated to effect the liquidation and dissolution of the Corporation; and it is

FURTHER RESOLVED, that the Secretary of the Corporation, together with such other authorized agents of the Corporation as he shall designate, are hereby authorized, empowered and directed in the name and on behalf of the Corporation, to make, enter into, execute and deliver with and to all appropriate parties, all such agreements or documentation necessary to liquidate and dissolve the Corporation; and it is

FURTHER RESOLVED, that after providing for all of the debts of the Corporation, the remaining assets of the Corporation, including cash and furniture and fixtures, be distributed to the Shareholders, and upon such final payment or distribution of the Corporation's assets, all outstanding shares of stock in the Corporation shall be deemed retired and canceled, whether or not the certificates for those shares have been surrendered to the Corporation; and it is

FURTHER RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and distribution of all of its assets be commenced immediately, and that its subsequent dissolution and the distribution of all of its assets be completed as soon as practicable, but in no event later than January 31, 2016.

FURTHER RESOLVED, that the Secretary, be, and he hereby is, authorized, directed and empowered, by and on behalf of the Corporation, to perform all acts, pay all taxes, execute, acknowledge, deliver, file and record all papers and documents, and to do any and all such other things which he deems necessary or desirable, in his sole discretion, to carry into effect all of the intents and purposes of the foregoing recitals and resolutions.

[SIGNATURE PAGE TO FOLLOW]

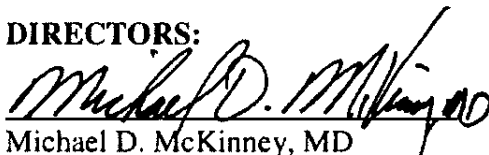
IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the date first executed above.

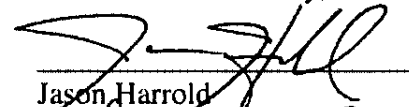
SOLE SHAREHOLDER:


CenCorp Health Solutions, Inc.

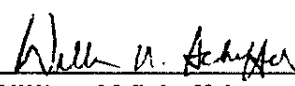

By: Keith H. Williamson, Secretary


DIRECTORS:

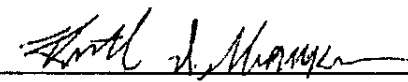

Michael D. McKinney, MD


Jason Harrold

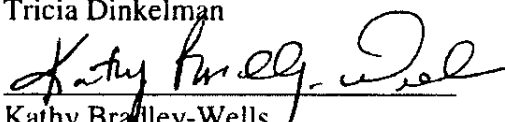

Daniel D. Cave

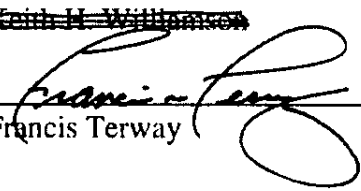

William N Scheffel


Sarah Baiocchi


Keith H. Williamson


Tricia Dinkelman


Kathy Bradley-Wells

~~Keith H. Williamson~~

Francis Terway