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Account Name : SHERIDAN HEALTHCORP, INC.
Account Number : I200000000045
Phone : (954) 838-2751
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**DISSOLUTION OR WITHDRAWAL
PERINATAL CENTER OF FLORIDA, INC.**

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**ARTICLES OF DISSOLUTION
OF
PERINATAL CENTER OF FLORIDA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1401 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purposes of dissolving the corporation:

1. The name of the corporation filing these Articles of Dissolution is PERINATAL CENTER OF FLORIDA, INC., a Florida corporation (the "Corporation"). The Articles of Incorporation of the Corporation were filed on January 16, 2014 under Document No. P14000004585.

2. The Corporation has made adequate provision for the payment and discharge of all liabilities and obligations.

3. There are no actions pending against the Company in any court.

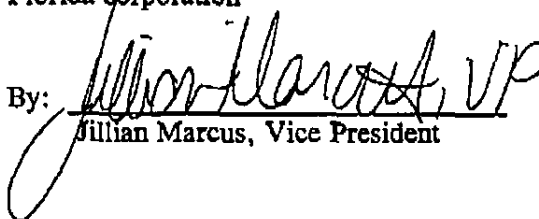
4. The Corporation has distributed all its remaining assets and property to its sole shareholder in accordance with its respective rights and interests.

5. The Corporation elected to dissolve by unanimous written consent of all of its directors and its sole shareholder, dated as of August 28, 2014, to be effective upon filing.

CORPORATION:

PERINATAL CENTER OF FLORIDA, INC., a
Florida corporation

By:


Jillian Marcus, Vice President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**JOINT WRITTEN CONSENT BY ALL OF THE DIRECTORS
AND THE SOLE SHAREHOLDER OF
PERINATAL CENTER OF FLORIDA, INC.**

The undersigned, being all of members of the Board of Directors and the sole Shareholder of PERINATAL CENTER OF FLORIDA, INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, do unanimously agree, consent to, adopt and order the following corporate resolution, without a meeting, without prior notice and without a vote and agree that the resolutions shall have the same effect as if duly adopted at a meeting of the Board of Directors held for the purpose:

WHEREAS: That the sole Shareholder and the Directors have determined that it is in the best interests of the Corporation to dissolve the Corporation's existence.

RESOLVED: That all of the Directors and the sole Shareholder of the Corporation consent to the liquidation and dissolution of the Corporation; and it is,

RESOLVED: That the Corporation shall distribute any and all of its assets of any kind whatsoever to its sole Shareholder in accordance with its respective rights and interests; and it is,

RESOLVED: That the officers of the Corporation are authorized and directed to execute any assignments and conveyances and to do and perform all acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions and shall cause to be filed with the Florida Department of State, Division of Corporations, Articles of Dissolution executed by the Corporation through its President and Secretary, to be effective upon filing with the Florida Department of State, Division of Corporations; and it is,

RESOLVED: That the sole Shareholder, and all of the Directors and Officers of the Corporation hereby tender their respective resignations effective upon the filing of the Articles of Dissolution with the Florida Department of State; Division of Corporations; and it is,

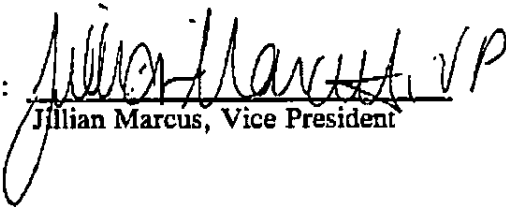
RESOLVED: That any and all actions taken by the officers of the Corporation in connection with any and all of the matters discussed in the foregoing resolutions are confirmed and ratified as properly authorized acts of the Corporation; and it is,

RESOLVED: That the Secretary of the Corporation is directed to file this Consent with the books and records of the Corporation.

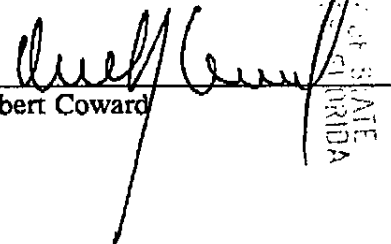
Each of the undersigned has executed this Joint Written Consent of Directors and Sole Shareholder as of August 28, 2014 for the purpose of giving his consent to it and for tendering their respective resignations.

SHAREHOLDER:

SHERIDAN HEALTHCORP, INC.,
a Florida corporation

By: 
Jillian Marcus, Vice President

DIRECTOR:


Robert Coward

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