

P36543

STATEMENT CONCERNING WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN FLORIDA BY A FOREIGN CORPORATION


While PHHS INC at one time had the requisite certificate of authority from the Florida Department of State to transact business in Florida, the corporation withdrew its certificate of authority to transact business in Florida pursuant to s. 607.1520, F.S., and it is no longer authorized to transact business in Florida. Data provided by the Florida Department of Revenue, pursuant to s. 213.053(14), F.S., indicates that PHHS INC has continued to and/or is presently obligated to file Florida corporation income tax returns with the Florida Department of Revenue.

Instructions: Please complete the following statement concerning authority to transact business in Florida by a foreign corporation only if said foreign corporation is not required to maintain a current certificate of authority to transact business in Florida, pursuant to s. 607.1501, Florida Statutes. Please mail this statement to the Foreign Qualification/Tax Lien Section, P.O. Box 6327, Tallahassee, Florida 32314. **If said corporation does not re-qualify for authorization to transact business in Florida, it must complete, sign, and return this statement.**

Officer/Director's Acknowledgement:

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I, Joseph R. Ross, V.P./G.C., the undersigned, do hereby certify that I am aware that PHHS INC no longer maintains a valid certificate of authority to transact business in Florida, as required by s. 607.1501, F.S. That said certificate of authority issued to PHHS INC was withdrawn on 12/11/1995, and the corporation is no longer authorized to transact business in Florida. PHHS INC does not presently transact business in Florida within the meaning of s. 607.1501, F.S. and is not required to re-qualify for authorization to transact business in Florida.



(Signature of Officer/Director)

12/14/98
(Date)

Joseph R. Ross VP / General Counsel
(Typed or printed name and capacity of person signing)

PHHS INC
FEI #: 58-1961875
Charter #: P36543

REC
12/21/98

Memorial

H E A L T H

Joseph R. Ross, Esq.
Vice President and General Counsel

December 15, 1998

Florida Secretary of State's Office
Foreign Qualification and Tax Lien Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: PHHS, Inc.

Dear Sir or Madam:

In response to your letter to PHHS, Inc., dated December 11, 1998, I enclose a copy of the Articles of Dissolution for PHHS, Inc., a Texas corporation. PHHS, Inc. was administratively dissolved on September 9, 1997. Also enclosed is an original, executed Statement Concerning Withdrawal of Authority to Transact Business in Florida by a Foreign Corporation.

Sincerely yours,



Joseph R. Ross

JRR/sfa

Enclosures

FLORIDA.SOS



The State of Texas
Secretary of State

CERTIFICATE OF DISSOLUTION
OF

PHHS, INC.
CHARTER NUMBER 01208659

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF DISSOLUTION FOR THE
ABOVE NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO
CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY
VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES
THIS CERTIFICATE OF DISSOLUTION.

DATED SEP. 9, 1997

EFFECTIVE SEP. 9, 1997



Antonio O. Garza, Jr., Secretary of State