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C. Coulllette NOV 22 2002



ACCOUNT NO. : 072100000032

REFERENCE : 831596 167295A

AUTHORIZATION : *Patricia Pinto*

COST LIMIT : \$ 43.75

ORDER DATE : November 22, 2002

ORDER TIME : 1:54 PM

ORDER NO. : 831596-005

CUSTOMER NO: 167295A

CUSTOMER: Ana Rojas, Legal Assistant
Gary C. Matzner, P.a.
22nd Floor
201 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILINGS

NAME: PRIMECARE MEDICAL ASSOCIATES,
INC.

XX ARTICLES OF DISSOLUTION

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CONTACT PERSON: Ginger Simmons - EXT# 1139

EXAMINER'S INITIALS: _____

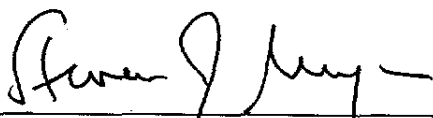
**ARTICLES OF DISSOLUTION
OF
PRIMECARE MEDICAL ASSOCIATES, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403, Florida Statutes, this Florida for profit corporation submits the following articles of dissolution:

1. The name of the corporation is PrimeCare Medical Associates, Inc.
2. The foregoing dissolution was adopted by the Board of Directors and approved by the Shareholders. The number of votes cast by shareholders for dissolution was sufficient for approval.
3. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provisions have been made therefor.
4. All remaining property and assets of the corporation have been distributed to its shareholders.
5. There are no actions pending against the corporation in any court or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against it in any pending action.
6. The dissolution shall be effective on the 30th day of September, 2002.

Dated: September 18, 2002



Steven Meyerson, M.D., President