

David Rhett Baker, P.A.
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P93000061730

January 10, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500004781445--9
-01/17/02--01029--010
*****35.00 *****35.00

Re: *Dissolution of Professional Association (Corporation)*

Dear Sir or Madam:

Enclosed for filing please find Articles of Dissolution for David Rhett Baker, P.A., and a check for \$35 to cover the filing fee.

Sincerely,

David Rhett Baker
David Rhett Baker

Enclosures

FILED
02 JAN 17 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

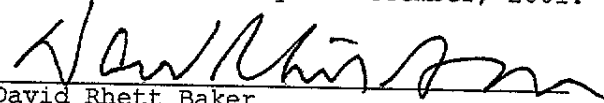
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12/31/01

Articles of Dissolution

The undersigned, being the sole shareholder of David Rhett Baker, P.A., hereby chooses to dissolve the said corporation as of the end of the day on this 31st day of December, 2001. The undersigned thereafter assumes all right, title and interest to the personal property owned by the corporation (there being no real property owned by the corporation), and assumes all liabilities of the corporation.

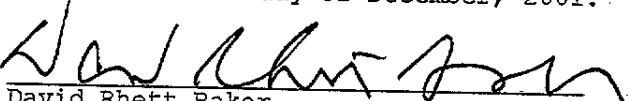
Dated this 31st day of December, 2001.


David Rhett Baker

Contribution of Capital

The undersigned, being the sole shareholder of BenefitsLink.com, Inc., hereby chooses to contribute to the said corporation as of January 1, 2002, all of the right, title and interest to the tangible personal property that is becoming mine as a result of the dissolution of David Rhett Baker, P.A.

Dated this 31st day of December, 2001.


David Rhett Baker

FILED
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SECRETARY OF STATE
ALLAHASSEE, FLORIDA