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June 23, 2000

Secretary of State
Department of State
The Capital
Post Office Box 6327
Tallahassee, FL 32301

Re: Thomas J. Pusateri, M.D., P.A.
Leonard E. Cortelli, M.D., P.A.
Managed Health Service, Inc.

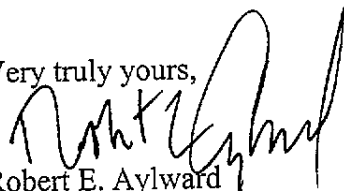
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****262.50 *****87.50

Dear Sir or Madam:

Enclosed for filing are two originals of Articles of Dissolution for each of the above, together with our check in the amount of \$262.50 (\$105.00 filing fees; \$157.50 certified copies) in payment of the filing and certified copy fees. Please file the Articles and return certified copies to me.

If you have any questions, please contact me by telephone immediately.

Thank you for your assistance.

Very truly yours,

Robert E. Aylward

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures
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**ARTICLES OF DISSOLUTION
OF
MANAGED HEALTH SERVICE, INC.**

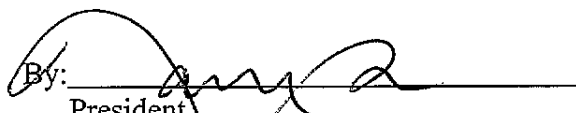
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MANAGED HEALTH SERVICE, INC., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

- FIRST:** The name of the corporation is Managed Health Service, Inc. (the "Company").
- SECOND:** The Company's articles of incorporation were filed on February 28, 1994.
- THIRD:** The Company does not have any unpaid debt.
- FOURTH:** The shareholders of the Company unanimously approved the dissolution of the Company on December 1, 1999. The number of votes cast by the shareholders of the Company was sufficient for approval of that action.
- FIFTH:** The Company's net assets remaining after winding up the Company's affairs have been distributed to the Company's shareholders.

EXECUTED: December 31, 1999.

MANAGED HEALTH SERVICE, INC.

By: 
President
Raymond J. Sever