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801 Sixth Street South
St. Petersburg, Florida 33701
(727) 892-4474

Thelma P. Rothman
Chairman
Board of Directors
August 29, 2000

J. Dennis Sexton
President
Chief Executive Officer
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

DIRECTORS

William C. Ballard
Kenneth A. Banks
Steven D. Carlisle
John C. Dew
Joseph W. Fleece
Malcolm C. King
Mark T. Mahaffey
R. Donald Mastry
Teresa D. Shelton

RE: Articles of Dissolution

Dear Sir or Madam,

Please find enclosed for filing Articles of Dissolution of KHC, Inc., a Florida profit corporation. I have enclosed a check in the amount of \$52.50 to cover the following fees:

\$ 35.00 -- filing fee for the articles of dissolution
\$ 8.75 -- certified copy of the dissolution
\$ 8.75 -- certificate of status

\$52.50 -- total amount remitted

Please feel free to contact me at 727-892-4400 if you have any questions about this matter. Thank you very much for your help.

Sincerely Yours,


Susan Kirkpatrick
In-House Counsel

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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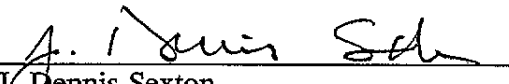
**ARTICLES OF DISSOLUTION
OF
KHC, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of Dissolution:

- FIRST:** The name of the corporation is KHC, Inc.
- SECOND:** The date dissolution was authorized is August 24, 2000.
- THIRD:** Dissolution was approved by the sole shareholder, All Children's Health System, Inc., at a meeting of its Board of Directors, duly noticed and at which a quorum was present.
- FOURTH:** The dissolution shall be effective immediately.

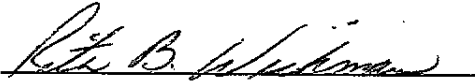
Signed this 24th day of August, 2000.


J. Dennis Sexton
President, KHC, Inc.

**RESOLUTION
OF
ALL CHILDREN'S HEALTH SYSTEM, INC.
APPROVING THE DISSOLUTION OF KHC, INC.**

RESOLVED, that as the sole shareholder of KHC, Inc., a Florida business corporation, All Children's Health System, Inc. approves the corporate dissolution of KHC, Inc. and directs that such dissolution be completed as soon as practical.

The undersigned hereby certifies that the foregoing resolution was approved by All Children's Health System, Inc. at a meeting of its Board of Directors, duly noticed and at which a quorum was present on August 24, 2000.


Rita B. Wickman, Assistant Secretary