

Via UPS Overnight Letter

January 21, 2000

Florida Secretary of State
Corporate Filing Division
409 E. Gaines Street
Tallahassee, FL 32399

Re: Community Physicians Health Plan, Inc.
Florida Physicians Health Plan, Inc.

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-01/24/00--01062--007
*****43.75 *****43.75

Dear Mr. Secretary:

We are enclosing an original and one copy of the Articles of Dissolution (before issuance of shares) for each of the above-captioned corporations. Also enclosed are two checks, each in the amount of \$43.75, in payment of the filing fees and **one certified copy for each corporation**. Please return certified copies to me at the following address:

PhyAmerica Physician Group, Inc.
Legal Department
2828 Croasdaile Drive
Durham, NC 27705

Do not hesitate to contact me if you have any questions regarding the enclosed. Thank you for your prompt attention to this matter.

Yours very truly,
PHYAMERICA PHYSICIAN GROUP, INC.

Joann W. Anderson

Joann W. Anderson
Paralegal

Enclosures

cc: Eugene F. Dauchert, Jr.

FILED
00 JAN 24 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VOID IS
PROB
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ARTICLES OF DISSOLUTION
OF
COMMUNITY PHYSICIANS HEALTH PLAN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to 607.1401, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST: The name of the corporation is Community Physicians Health Plan, Inc.

SECOND: The articles of incorporation were filed on November 13, 1995.

THIRD: (check one)

- X None of the corporation's shares have been issued.
- X The corporation has not commenced business.

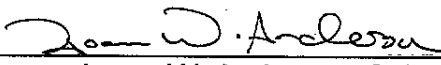
FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (check one)

- X A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 12th day of January, 2000.


Joann W. Anderson, Sole Incorporator