

P96000053996

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FILED  
2005 DEC -7 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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LETTERS OF CREDIT DIVISION  
TALLAHASSEE, FLORIDA

*Miss.*

G. Gouletta DEC 07 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 741395 5028257

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : December 6, 2005

ORDER TIME : 9:49 AM

ORDER NO. : 741395-075

CUSTOMER NO: 5028257

DOMESTIC FILINGS

NAME: CARE MANAGEMENT RESOURCES,  
INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman - EXT# 2908

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation as currently filed with the Department of State

CARE MANAGEMENT RESOURCES, INC.

SECOND: The document number of the corporation (if known): P96000053996

THIRD: The date dissolution was authorized: SEPTEMBER 26, 2005

Effective date of dissolution if applicable: UPON FILING (no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

- [X] Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
[ ] Dissolution was approved by of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 28th day of November, 2005

Signature:

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

LINTON C. NEWLIN

(Typed or printed name of person signing)

VICE PRESIDENT

(Title of person signing)

FILED 2005 DEC - 7 AM 11:28 TALLAHASSEE, FLORIDA SECRETARY OF STATE

**RESOLUTION ADOPTED BY WRITTEN  
CONSENT OF THE SOLE SHAREHOLDER OF  
CARE MANAGEMENT RESOURCES, INC.**

The undersigned, as holder of all of the outstanding shares of the capital stock of Care Management Resources, Inc., a Florida corporation (the "Company"), hereby adopts the following resolution by its written consent thereto:

**WHEREAS**, the Company has ceased its operations and no longer engages in activities which require that it remain in existence; and

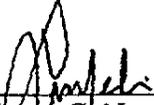
**WHEREAS**, the Board of Directors has deemed it advisable and has determined to be in the best interest of the Company that the Company be voluntarily dissolved and withdrawn.

**NOW THEREFORE, BE IT RESOLVED**, that the voluntary dissolution and withdrawal of the Company as set forth in the form of the Certificates of Dissolution and Withdrawal attached hereto and incorporated by reference, be and the same is hereby approved, adopted, ratified, and affirmed;

**FURTHER RESOLVED**, that the directors and officers of the Company are hereby authorized and directed to file with Secretary of State the Certificates of Dissolution and Withdrawal in the form attached hereto and incorporated by reference herein, and the officers of the Company be and the same are hereby authorized to take any and all action to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith in any applicable jurisdictions.

**EXECUTED** to be effective as of this 28<sup>th</sup> day of November 2005.

Magellan Health Services, Inc.

By:   
\_\_\_\_\_  
Linton C. Newlin  
Vice President