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March 26, 1997

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

FOUNDING PHYSICIANS

Representing Broward, Dade
and Palm Beach Counties

James R. Jude, M.D.
Founder & Chairman

John R. Audette, M.S.
President & CEO

Gabriel A. Costa, M.D.
Vice Chairman

Enrique L. Gomez, M.D.
Secretary

Jose L. Marquez, M.D.
Treasurer

Mario A. Almeida, M.D.

Violeta Atanasoski, M.D.

Steven J. Birnbach, M.D.

Robert D. Burke, M.D.

Steven M. Croft, M.D.

Frank J. Estevez, M.D.

Steven Fagien, M.D.

Enrique J. Huertas, M.D.

Gerardo S. Lanes, M.D.

Saul Lanes, M.D.

Ira L. Lazar, M.D.

Stuart Leeds, D.P.M.

Henry M. Lennon, B.D.S.

J. Lancelot Lester, M.D.

Richard L. Levins, M.D.

Monica M. Manass, M.D.

Julian Marquez-Medina, M.D.

Ildefonso J. Mas, M.D.

Roberto A. Miki, M.D.

Miguel Milian, M.D.

Victor M. Padilla, III, M.D.

Juan A. Quintana, M.D.

Edward L. Reil, II, M.D.

Moises Rub, M.D.

Michael J. Rush, M.D.

Jorge Sanchez-Masiquos, M.D.

F. Harlan Selesnick, M.D.

Vladimir J. Vleko, D.O.

Howard M. Weiner, M.D., M.P.H.

SUBJECT: PRIMUS Medical Care Network, Inc.

Dear Sir or Madam:

Enclosed is the Articles of Dissolution form for PRIMUS Medical Care Network, inc., as well as a check in the amount of \$52.50. Please send us a certified copy for our records.

Thank you.

Sincerely,

Theresa Boutin

Theresa Boutin
Executive Assistant

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Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Value Dissolved
3/31/97
DC*

ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is: PRIMUS Medical Care Network, Inc.

SECOND: The articles of incorporation were filed on: 6/26/96

THIRD: (CHECK ONE)

None of the corporation's shares have been issued.

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.

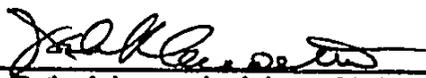
SIXTH: Adoption of Dissolution (CHECK ONE)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

Signed this 26 day of March, 19 97.

Signature


(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

John R. Audette

(Typed or printed name)

President & CEO

(Title)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA