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March 17, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Merit Managed Care, Inc./Articles of Dissolution

Dear Sir or Madam:

Enclosed for filing are the original Articles of Dissolution of Merit Managed Care, Inc., together with my firm's check in the amount of $35.00 to cover the filing fee. Please accept these documents for filing and direct all correspondence concerning this matter to the undersigned at the above address.

Thank you for your attention to this matter.

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*****35.00 *****35.00

Very truly yours,

James R. Lussier

JRL/cd
Enclosure
cc: Michael D. Barrett

VS   MAR 2 5 1998

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MERIT MANAGED CARE, INC.

ARTICLES OF DISSOLUTION

MERIT MANAGED CARE, 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 MERIT MANAGED CARE, INC.

SECOND: The shareholders of the company approved the dissolution of the company on _2/26/98_; 1998.

THIRD: The number of votes cast by the shareholders of
             the company for dissolution was sufficient for
             approval of that action, in that it was unanimous.

EXECUTED: 2 / 26   1998

MERIT MANAGED CARE, INC.

By: _____

Michael D. Barrett, Vice President