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110450000714

ACCT#:

CONTACT: KEVIN ROBERTS
PHONE: (850) 222-1173
(850) 224-1640

FAX #:

NAME: RWP MEDICAL MANAGEMENT, INC.
AUDIT NUMBER.....H98000004905
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1998

RWP MEDICAL MANAGEMENT, INC.
2255 GLADES ROAD
SUITE 416A
BOCA RATON, FL 33431

SUBJECT: RWP MEDICAL MANAGEMENT, INC.
REF: P97000099361

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Darlene Connell
Corporate Specialist

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Letter Number: 198A00013657

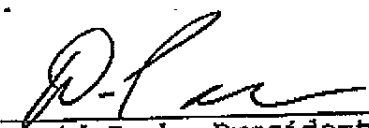
H98000004905

ARTICLES OF DISSOLUTIONOFRWP MEDICAL MANAGEMENT, INC.

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

1. The name of this corporation is RWP Medical Management, Inc., a Florida business corporation.
2. The articles of incorporation were filed on November 21, 1997.
3. None of the corporation's shares have been issued.
4. No debt of the corporation remains unpaid.
5. The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.
6. A majority of the directors authorized the dissolution.

Signed this 11th day of March, 1998.



David Peck, President

This Instrument Prepared By:
Ellen Sue Bryan, Esq.
McDermott, Will & Emery
201 S. Biscayne Blvd.
#2200
Miami, FL 33131
FL Bar No. 9485940
305-358-3500

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TALLAHASSEE, FLORIDA

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**CORPORATE ACTION
BY THE DIRECTORS OF
RMP MEDICAL MANAGEMENT, INC.**

The Directors of RMP MEDICAL MANAGEMENT, INC., a Florida business corporation (the "Corporation"), do hereby agree, consent to, adopt and order the following corporate action:

1. The action contained herein shall be effective as of the 11th day of March, 1998.

2. The Directors do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirement that notice of such meeting be given.

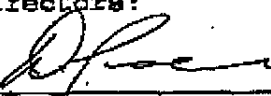
3. The Directors do hereby unanimously adopt the following resolution:

RESOLVED, that the Directors do hereby authorize the dissolution of the Corporation.

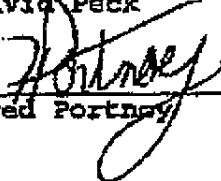
FURTHER RESOLVED, that the Directors hereby authorize the officers to execute any and all documents necessary to effectuate the dissolution of the Corporation.

IN WITNESS WHEREOF, the undersigned Directors have executed this corporate action for the purpose of giving their consent thereto.

Directors:



David Peck



Fred Portney

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TOTAL P.02