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May 5, 2000

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Dissolution

Dear Sir:

Please accept this letter as a request to file the enclosed Articles of Dissolution for Compass Florida Gainesville, Inc., a Florida corporation. A check payable to the Department of State of \$35.00 has been included for payment of the fees incurred. Once filed, please forward evidence of dissolution to the attention of the undersigned at the following address:

Anne-Marie Myers
Balch & Bingham LLP
Post Office Box 306
Birmingham, Alabama 35201-0306

If you have any questions, please do not hesitate to call the undersigned at (205) 251-8100 extension 3298. Thank you in advance for your assistance in this matter.

Yours truly,

Anne Marie Myers

Anne-Marie Myers
Legal Assistant

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COMPASS FLORIDA GAINESVILLE, INC.

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned Corporation adopts the following articles of dissolution:

1. The name of the Corporation is Compass Florida Gainesville, Inc.
2. The dissolution was authorized on the 27th day of April, 2000.
3. The number of votes cast for dissolution was sufficient for approval because the dissolution was approved and adopted by written consent of the sole shareholder of the Corporation in accordance with the provisions of Section 607.1402 of the Florida Business Corporation Act.

ATTEST

By: Joseph B. Cartee
Name: Joseph B. Cartee
Its: Assistant Secretary

COMPASS FLORIDA GAINESVILLE, INC.

By: Jerry W. Powell
Name: Jerry W. Powell
Its: General Counsel and Secretary