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DISSOLUTION

THE CENTER FOR COMPLEMENTARY MEDICINE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
of
THE CENTER FOR COMPLEMENTARY MEDICINE, INC.

THE CENTER FOR COMPLEMENTARY MEDICINE, INC., a Florida corporation (the "Corporation"), for the purpose of dissolving, pursuant to the provisions of Section 607.1403(6) of the Florida Business Corporation Act, as amended, hereby executes the following Articles of Dissolution:

- FIRST:** The name of the Corporation is **THE CENTER FOR COMPLEMENTARY MEDICINE, INC.**
- SECOND:** The date the Corporation was incorporated was August 17, 1998.
- THIRD:** Adequate provision has been made for the payment and discharge of all liabilities and obligations of the Corporation.
- FOURTH:** All the remaining property and assets of the Corporation have been distributed to its sole shareholder.
- FIFTH:** There are no actions pending against the Corporation in any court.
- SIXTH:** A copy of the Written Consent of the Sole Shareholder In Lieu of a Formal Meeting of the Corporation authorizing the voluntary dissolution of the Corporation, which Written Consent was adopted by the sole shareholder of the Corporation with a sufficient number of votes for approval of the dissolution of the Corporation, on November 2, 1999, a copy of which is attached hereto and made a part of these Articles of Dissolution.
- SEVENTH:** That the President of the Corporation has been authorized and directed to file these Articles of Dissolution with the Florida Department of State in order to effectuate these Articles of Dissolution.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be executed in its name by its President on this 5th day of November, 1999.

THE CENTER FOR COMPLEMENTARY MEDICINE, INC., a
Florida corporation

By: _____

Neal Merbaum, President

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THE CENTER FOR COMPLEMENTARY MEDICINE, INC.
WRITTEN CONSENT BY THE SOLE SHAREHOLDER
IN LIEU OF A FORMAL MEETING

The undersigned, being the sole shareholder of THE CENTER FOR COMPLEMENTARY MEDICINE, INC., a Florida corporation (the "Corporation"), acting pursuant to Sections 607.1402(6) and 607.0704 of the Florida Business Corporation Act, as amended (the "Act"), hereby adopts this written consent in lieu of a formal meeting, waives all notice of the time, place and objects of such meeting, and hereby approves, consents to and adopts the following preambles and resolutions:


WHEREAS, the undersigned, as the sole shareholder of the Corporation, desires that the Corporation be dissolved under the Act.

NOW, THEREFORE, BE IT RESOLVED that this Corporation be liquidated and dissolved pursuant to Sections 607.1402 and 607.1403 of the Act, in accordance with the plan of complete liquidation, dissolution and distribution of assets, a copy of which is attached hereto as Exhibit A (the "Plan"); and

FURTHER RESOLVED, that the proper officers of this Corporation are hereby authorized and directed to take such further action as may be necessary or appropriate in order to effect the Plan of this Corporation.

IN WITNESS WHEREOF, the Written Consent of the Sole Shareholder In Lieu of a Formal Meeting is executed by the sole shareholder of the Corporation as of

November 2, 1999.


John W. Henry, as Trustee of the John W. Henry Trust U/A July 27, 1990, as the sole shareholder

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PLAN OF COMPLETE LIQUIDATION, DISSOLUTION AND DISTRIBUTION OF ASSETS

1. THE CENTER FOR COMPLEMENTARY MEDICINE, INC., a Florida corporation (the "Corporation"), shall be completely liquidated and dissolved pursuant to the Florida Business Corporation Act, as amended (the "Act").
2. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor.
3. Any assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
4. After payment of, or making provisions for, all liabilities of the Corporation and after compliance with Section 3 of this Plan, as set forth above, all of the remaining property and assets of the Corporation, if any, of whatsoever kind and character and wherever located, shall be distributed to its sole shareholder. This distribution may occur all at once or in a series of payments and may be made in cash or in kind and in such manner and at such times as the officers of this Corporation shall in their absolute discretion determine.
5. The liquidation and dissolution of the Corporation pursuant to the Plan shall be completed on or before November 30, 1999.
6. The proper officers of the Corporation shall file with the Florida Department of State, as soon as practicable, Articles of Dissolution pursuant to the Act, along with any other forms required by state or federal law.

MLA 194557-1.052570.0010

EXHIBIT A

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