UNION PLANTERS BANK CENTRE 2405 UNIVERSITY DRIVE, CORAL SPRINGS, FLORIDA 33065

May 10, 1999

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

Att: Amendments Section Dissolution of Corporation Section

Re: Healthcare Compliance Associates, Inc. Document Number: P99000007662

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Dissolution which have been signed by the Sole Incorporator and Sole Director of the Corporation, to-wit: Healthcare Compliance Associates, Inc.

Also enclosed please find my check for \$43.75 as and for your filing fee for the Articles of Dissolution as well as for a Certificate of Status.

Enclosed for your convenience is a stamped, self-addressed envelope so that you can forward said Certificate of Service.

Very truly yours,

STEVEN R. ROSENTHAL, ESQUIRE

SRR/gj:

Enclosures - stated

Diss.
5/19/99
5/19/99

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ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution: The name of the corporation is: Healthcare Compliance FIRST: Associates, Inc. The articles of incorporation were filed on: January 26, 1999 THIRD: (CHECK ONE) None of the corporation's shares have been issued; and The corporation has not commenced business. FOURTH: No debt of the corporation remains unpaid. The net assets of the corporation remaining after winding up have been distributed FIFTH: to the shareholders, if shares were issued. Adoption of Dissolution (CHECK ONE) SIXTH: A majority of the incorporators authorized the dissolution; and A majority of the directors authorized the dissolution. day of Signature (By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.) (Typed or printed name) Sole Incorporator/Sole Director

(Title)