

P99000110914

Florida Department of State  
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DIVISION OF CORPORATIONS

DISSOLUTION

MDNX ACQUISITION CORP.

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### ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Department of State:  
MDNX ACQUISITION CORP.

SECOND: The document number of the corporation (if known): P99000110914

THIRD: The date dissolution was authorized: MAY 5, 2004

Effective date of dissolution if applicable: MAY 12, 2004  
(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)


- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this 5TH day of MAY, 2004

Signature:   
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

MARC L. HARRISON  
(Typed or printed name of person signing)

CHIEF EXECUTIVE OFFICER  
(Title of person signing)

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TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT  
OF THE  
SOLE STOCKHOLDER  
OF  
MDNX ACQUISITION CORP.**

In accordance with Section 607.0704 of the Florida Business Corporation Act, the undersigned, being the sole stockholder of MDNX Acquisition Corp., a Florida corporation (the "Corporation"), hereby adopts the following resolutions by written consent in lieu of a meeting and hereby directs that this written consent be filed with the corporate records of the Corporation:

WHEREAS, the Board of Directors of the Corporation deem it advisable that the Corporation be dissolved.


NOW THEREFORE, IT IS HEREBY:

**RESOLVED**, that the Corporation be dissolved as of the close of business on May 12, 2004; and it is further

**RESOLVED**, that the proper officers of the Corporation are, and each of them acting alone hereby is, authorized and directed, on behalf of the Corporation, to take such steps and to do and authorize to be done all such other acts and things that any of such officers may approve for the purpose of carrying out the foregoing resolutions and the intent thereof, and for the purpose of fully effectuating and carrying out the resolutions set forth herein, such taking of steps and actions to be conclusive evidence of such approval on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this consent as of the 5th day of May, 2004.

WEBMD CORPORATION

  
\_\_\_\_\_  
Marc L. Harrison  
Vice President