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COASTAL
PHYSICIAN
GROUP, INC.

Its Subsidiaries and Affiliates
The Physician Company®

98 SEP 25 PM 1:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2828 Croasdaile Drive
Post Office Box 15309
Durham, NC 27704

919-383-0355
800-476-4587
Fax 919-309-2921

Via UPS Overnight Letter

September 24, 1998

Florida Secretary of State
Corporate Filing Division
409 E. Gaines Street
Tallahassee, FL 32399

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-09/25/98--01073--002
*****87.50 *****87.50

Re: Birth Centers of America, Inc.
Birth Centers of Florida, Inc.

Dear Mr. Secretary:

We are enclosing an original and one copy of the Articles of Dissolution for each of the above-captioned corporations. Also enclosed are two checks, each in the amount of \$87.50, in payment of the filing fees and one certified copy for each corporation. Please return certified copies to me at the following address:

Coastal Physician Group, Inc.
Legal Department
2828 Croasdaile Drive
Durham, NC 27705

Do not hesitate to contact me if you have any questions regarding the enclosed. Thank you for your prompt attention to this matter.

Yours very truly,
COASTAL PHYSICIAN GROUP, INC.

Joann W. Anderson

Joann W. Anderson
Paralegal

*Diss
9-28-98
JWS*

Enclosures

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AND
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ARTICLES OF DISSOLUTION

98 SEP 25 PM 1:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is Birth Centers of Florida, Inc.

SECOND: The date dissolution was authorized August 12, 1998.

THIRD: Adoption of Dissolution

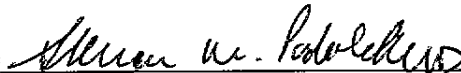
Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The number of votes cast for dissolution was 100% of the issued shares.

Signed this Fifteenth day of August, 1998.

Signature



Sherman M. Podolsky, M.D., President