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FILED
In the office of the Secretary of State
of the State of California

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DEC 10 1993

March Fong Eu
MARCH FONG EU, Secretary of State

CERTIFICATE OF ELECTION TO WIND UP AND DISSOLVE

KARL L. EVELYN certifies that:

1. He is the President and Secretary of FIFTH AVENUE MEDICAL GROUP, INC., a California corporation.
2. The corporation has elected to wind up and dissolve.
3. The election was made by the vote of -30- shares of the corporation and representing at least 50% of the voting power of the corporation.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

DATED: 11/24/93

Karl Evelyn, MD
KARL L. EVELYN, President

Karl Evelyn, MD
KARL L. EVELYN, Secretary