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

OCT 15 1996

*Bill Jones*  
BILL JONES, Secretary of State

CERTIFICATE OF DISSOLUTION  
OF  
BERIAN DAVIES, M.D., INC.  
A CALIFORNIA PROFESSIONAL CORPORATION

BERIAN DAVIES, M.D. certifies that:

1. He is the sole director now in office of BERIAN DAVIES, M.D., INC., a California professional corporation ("Corporation").

2. The Corporation has been completely wound up.

3. The Corporation's known debts and liabilities have been adequately provided for by their assumption by:

BERIAN DAVIES, M.D.  
7666 Highland Avenue  
Clovis, CA 93611

4. The Corporation's known assets have been distributed to the persons entitled thereto.

5. The election to dissolve was made by the vote of all the outstanding shares.

6. The Corporation is dissolved.

The undersigned further declares 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 his own knowledge.

DATED: September 20, 1996.

*Berian Davies*  
BERIAN DAVIES, M.D.  
Sole Director