ARTICLES OF DISSOLUTION
(Attach conformed copy.)

PROFIT CORPORATION
(By Directors and Shareholders)

The undersigned corporation pursuant to Section 79-4-14.03 of the Mississippi Code of 1972, hereby execute the following document and set forth:

1. The name of the corporation is ________________ South Jackson Women's Clinic, P.A. ________________

2. The dissolution was authorized on ________________ 01-01-91 ________________

3. If dissolution was approved by the shareholders,
   (a) the number of votes entitled to be cast for dissolution were ________________ ONE ________________

   and

   (b) Either

   (i) the total number of votes cast for and against dissolution was

<table>
<thead>
<tr>
<th>Total no. of votes</th>
<th>Total no. of votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>cast FOR dissolution</td>
<td>cast AGAINST dissolution</td>
</tr>
<tr>
<td>HOME</td>
<td>ONE</td>
</tr>
</tbody>
</table>

   or

   (ii) the total number of undisputed votes cast for dissolution was ________________

   and the number cast for dissolution was sufficient for approval.

4. The number of votes entitled to be cast by each voting group entitled to vote separately on dissolution was

<table>
<thead>
<tr>
<th>No. of Votes</th>
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<tr>
<td>________________</td>
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   Either

   (i) the total number of votes cast for and against dissolution by each voting group was

<table>
<thead>
<tr>
<th>Total no. of votes</th>
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</tr>
</thead>
<tbody>
<tr>
<td>cast FOR dissolution</td>
<td>cast AGAINST dissolution</td>
</tr>
</tbody>
</table>

   or

   (ii) the total number of undisputed votes cast for dissolution separately by each voting group was

<table>
<thead>
<tr>
<th>Voting group</th>
<th>Total no. of undisputed votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>________________</td>
<td>________________</td>
</tr>
</tbody>
</table>

   and the number cast for dissolution by each voting group was sufficient for approval of that voting group.

By ________________ LARRY R. LIPSCOMB, M.D. ________________

PRINTED NAME/CORPORATE TITLE
Honorable Dick Molpus  
Secretary of State  
New Capitol Building  
Jackson, MS 39205  

RE: South Jackson Women's Clinic, P. A.  

Dear Mr. Molpus:  

The subject corporation has requested a tax clearance certificate under the provisions of the Mississippi Code Sections 27-7-79, 27-13-53 and 27-65-83. Our records indicate this corporation has filed applicable franchise, income, withholding, sales and use tax returns for the period of activity in Mississippi. No unpaid judgements or tax liens are outstanding.  

This letter serves as the tax clearance certificate. The tax clearance authorized by this letter is issued under the condition and with the reservation that the taxes reported and paid are subject to verification by audit within the limitations as provided in Sections 27-7-49, 27-13-49 and 27-65-42.  

Sincerely,  

Frank McCain, Director  
Bureau of Revenue  

Fred Miller  

FN/cmb  

cc: South Jackson Women's Clinic, P. A.  
5451 Robinson Road Extension  
Jackson, MS 39204