

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF DISSOLUTION OF

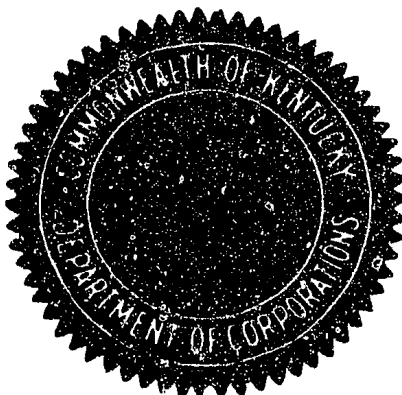
ACCESS MEDICAL CARE, INC.

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that triplicate originals of Articles of Dissolution of

ACCESS MEDICAL CARE, INC.

duly signed and verified pursuant to the provisions of Kentucky Revised Statutes Chapter ~~XXX~~ 273 have been received in this office and comply with the statutes.

Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Dissolution of the aforesaid corporation.



SECRETARY OF STATE

*Witness my official signature and seal of office this 13th
day of AUGUST, 19 86, at Frankfort, Kentucky.*

Drexell R. Davis

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

AUG 15 1986
D. J. Davis
ACK \$5.00
SECRETARY OF STATE

ARTICLES OF DISSOLUTION
OF
ACCESS MEDICAL CARE, INC.

Pursuant to KRS 273.313, Access Medical Care, Inc., a
Kentucky non-stock, non-profit corporation without members, hereby
adopts the following Articles of Dissolution:

- FIRST: The name of the Corporation is
"Access Medical Care, Inc."
- SECOND: The Corporation is without members.
- THIRD: All debts, obligations and liabilities of
the Corporation have been paid and
discharged.
- FOURTH: All remaining property and assets of
the Corporation have been
transferred, conveyed or distributed in
accordance with the provisions of KRS
273.61 - 273.390.
- FIFTH: There are no suits pending against the
Corporation in any court.

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IN TESTIMONY WHEREOF, Access Medical Care, Inc. has
duly caused these Articles of Dissolution to be executed on its behalf by
the undersigned duly authorized officers, as of the 12th day of August,
1986.

ACCESS MEDICAL CARE, INC.

BY: Thomas J. Flynn
Thomas J. Flynn,
Executive Vice President

By: Alice F. Newton
Alice F. Newton,
Secretary

COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

I, a Notary Public in and for the Commonwealth and County aforesaid, do hereby certify that on this day there personally appeared before me Thomas J. Flynn, Executive Vice President of Access Medical Care, Inc., that he signed the foregoing document as Executive Vice President of the Corporation and that the statements contained therein are true and correct.

IN TESTIMONY WHEREOF, witness my hand and notarial seal affixed hereunto this 12th day of August, 1986.

(SEAL)

W. G. Smith
Notary Public

My commission expires: April 3, 1988

This instrument was prepared by:

Thomas J. Flynn
Thomas J. Flynn, Esq.
Humana Inc.
500 West Main Street
Louisville, Kentucky 40202

**CERTIFIED COPY OF RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
ACCESS MEDICAL CARE, INC.**

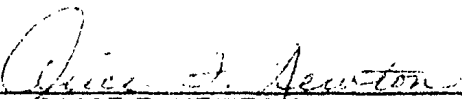
The Board of Directors of ACCESS MEDICAL CARE, INC., a Kentucky non-profit, non-stock corporation without members (the "Corporation") with principal offices located in Louisville, Kentucky, on the day of August, 1986, unanimously adopted the following Plan of Distribution ("Plan"):

PLAN OF DISTRIBUTION

1. The Corporation's Board of Directors has adopted a resolution recommending that the Corporation dissolve its corporate existence in accordance with this Plan of Distribution.
2. The proper officers of the Corporation are authorized and directed to proceed, as promptly as possible, to wind up the Corporation's affairs and to pay or provide for all proper debts and liabilities of the Corporation.
3. The proper officers of the Corporation are hereby authorized and directed to file all required forms with the Internal Revenue Service, together with a certified copy of this Plan as adopted by the Board of Directors of the Corporation.
4. The proper officers of the Corporation are authorized and directed to take all such action, and to execute all documents that may be necessary or appropriate, to dissolve the Corporation under the Kentucky Nonprofit Corporation Act, including, but not by way of limitation, execution and filing with the Secretary of State of the Commonwealth of Kentucky of the Articles of Dissolution pursuant to KRS 273.313.
5. This Plan may be amended or abandoned at any time upon the affirmative vote of the majority of the Board of Directors of the Corporation.

I, ALICE F. NEWTON, the duly elected Secretary of Access Medical Care, Inc., hereby certify that the foregoing is a true and exact copy of the Plan of Distribution adopted by the Board of Directors of the Corporation on the day of August, 1986. I further certify that the Board of Directors of the Corporation at the time of adoption of said Plan had full powers and lawful authority to adopt said Plan.

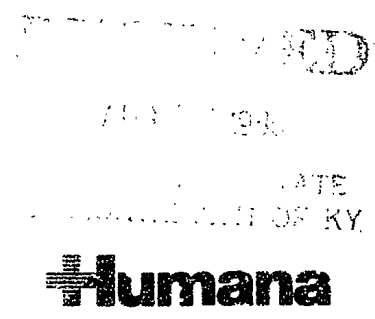
Dated this 7th day of August, 1986.



ALICE F. NEWTON
SECRETARY OF
ACCESS MEDICAL CARE, INC.

Humana Inc.
One Humana Plaza
200 West Main Street
Louisville, KY 40202
Tel: (502) 582-1000
Fax: (502) 582-1001

Alice F. Newton
Vice President



August 12, 1986

Secretary of State's Office
Commonwealth of Kentucky
Capital Building
Frankfort, KY 40601

Gentlemen:

Enclosed for filing are Articles of Dissolution of Access Medical Care, Inc. in triplicate. Also enclosed is a check for \$5.00 to cover the filing fee. *stat*

Please contact the undersigned if any problems arise.

Thank you.

Sincerely,

A handwritten signature in cursive script that reads 'Alice F. Newton'.

Alice F. Newton

AFN:hf