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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Sections 7-1.2-1308 and 7-1.2-1309 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Nicholas A. Califano M.D. Inc

2. The dissolution was approved by (check one):

consent of the shareholders pursuant to the provisions of Section 7-1.2-1302.

or

by an act of the corporation pursuant to the provisions of Section 7-1.2-1303.

3. All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made for the payment.

4. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

5. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.

6. As required by Section 7-1.2-1309 of the General Laws, the corporation has paid all fees and franchise taxes.

7. These Articles of Dissolution shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

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Under penalty of perjury, I declare and affirm that I have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 2/24/12

[Signature]
Signature of Authorized Officer of the Corporation

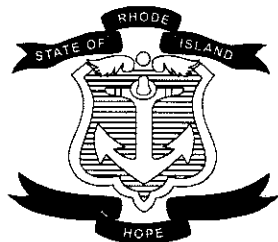
Nicholas Califano
Type or Print Name of Authorized Officer
Nicholas Califano M.D.

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BY 104807

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STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

JAMES W STAUFFER CFO
UNIVERSITY GASTROENTEROLOGY LLC
33 STANIFORD STREET
PROVIDENCE, RI 02905

LETTER OF GOOD STANDING

It appears from our records that **NICHOLAS A CALIFANO MD INC** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **02/21/2012** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

DISSOLUTION

Very truly yours,

David M. Sullivan
Tax Administrator

Steven A. Cobb
Chief Revenue Agent
Office Audit and Discovery

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**Nicholas Califano, MD, Inc.
Minutes of Meeting
October 31, 2011**

I, Nicholas Califano, president of Nicholas Califano, MD, Inc. will dissolve Nicholas Califano, MD, Inc. as of October 31, 2011 as the business purpose for the corporation has been fulfilled.

A handwritten signature in black ink, appearing to read "N. Califano MD". The signature is fluid and cursive, with the letters "N" and "C" being particularly prominent.

Nicholas Califano, MD

President

EXHIBIT A

Nicholas A. Califano, M.D., Inc.

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. **Purpose of Plan.** The purpose of this Plan of Complete Liquidation and Dissolution (the “Plan”) is to effect a complete liquidation and dissolution of Nicholas A. Califano, M.D., Inc. a corporation duly organized and existing under the laws of the State of Rhode Island (the “Company”), in complete redemption of all of the Company’s issued and outstanding stock in accordance with the Plan and in accordance with the provisions of Section 332 of the Internal Revenue Code.

2. **Period of Plan.** The Plan shall commence on adoption by the stockholders as provided in Paragraph 9 and shall continue until completion of all acts contemplated hereunder or upon an affirmative vote of the Board of Directors to rescind or otherwise terminate the Plan, whichever is first to occur, but in no event later than twelve months from the date of adoption of such plan.

3. **Reserve of Assets to Meet Claims.** In order to carry out the Plan, the President of the Company shall pay or make adequate provisions for the payment of all debts, taxes, expenses, liabilities and obligations of the Company of every kind and nature.

4. **Distribution to the Stockholders.** Any assets of the Company remaining after payment, or due provisions for payment, of the Company’s debts, expenses, liabilities, and obligations shall be distributed in cash or property to the stockholders in complete liquidation of the Company under the Plan. Such liquidation shall be made in one or more distributions as determined by the President of the Company, and shall be in exchange and full payment for and in cancellation of the certificate representing all shares of stock in the Company, as hereinafter provided in paragraph 5.

5. Cancellation of Outstanding Shares. Whenever all of the assets of the Company of every nature shall have been paid out and/or distributed as hereinabove provided, the stockholders shall forthwith surrender the certificate representing shares of stock in the Company for complete cancellation and redemption, and the Company shall cause such certificate to be duly cancelled.

6. Dissolution. The President shall proceed with the voluntary dissolution of the Company in accordance with Section 7-1.2-1302 of the Rhode Island Business Corporation Act and other applicable laws of the State of Rhode Island. The date of the dissolution of the Company shall be the date that the Articles of Dissolution are filed by the appropriate officers of the Company with the Rhode Island Secretary of State.

7. Authorization to Execute and File Documents. The President is authorized and empowered to execute and/or file with the State of Rhode Island and federal authorities all documents which they deem necessary or advisable to effectuate the Plan, including but not limited to filing Articles of Dissolution with the Rhode Island Secretary of State and filing information returns on United States Treasury Department Forms 966 and 1099, together with all appropriate income tax returns and the information required by the applicable regulations.

8. Authorization of Necessary Acts. The President of the Company is authorized and empowered to do any and all other things in its name and on its behalf which the officer or officers so acting deem necessary or advisable in order to effectuate the Plan. Such officer shall be held harmless by the Company for any action under the Plan taken in good faith, and any expense or liability so incurred by them shall be that of the Company.

9. Adoption of Plan. The Plan shall be adopted by the Company when adopted by the affirmative vote of the stockholders.



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

