

FILED
Mar 19, 2002 8:00 am
Secretary of State

03-19-2002 90035 004 ***150.00

**FOR PROFIT CORPORATION
 UNIFORM BUSINESS REPORT (UBR)**

DOCUMENT # 456872

1. Entity Name

Clyde R. Balch, M.D., P.A.

425683

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 201 Eighth Street S. Suite 102

3. Mailing Address
 201 Eighth Street South Suite 102

DO NOT WRITE IN THIS SPACE

Suite, Apt. #, etc. Suite, Apt. #, etc.

City & State City & State

Naples, FL Naples, FL

4. FEI Number Applied For
 59-1541743 Not Applicable

Zip Country Zip Country
 33940 US 33940 US

5. Certificate of Status Desired \$8.75 Additional Fee Required

DO NOT WRITE IN THIS SPACE

7. Name and Address of Current Registered Agent

Name
 Michael A. Licht, CPA

Street Address (P.O. Box Number is Not Acceptable)
 791 Tenth Street South

City Zip Code
 Naples FL 34102

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE Michael A. Licht [Signature] 3/5/02
Signature typed or printed name of registered agent and the if applicable (NOTE: Registered Agent signature required when terminating) DATE

9. This corporation is eligible to satisfy its Intangible Tax filing requirement and elects to do so.
(See criteria on back.)

January 1 - May 1 Fee is \$150.00
 After May 1, Fee is \$550.00
 Amended UBR is \$61.25
 Make Check Payable to Department of State

10. Election Campaign Financing Trust Fund Contribution. \$5.00 May Be Added to Fees

11. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP	P Stanley P. Gulin, M.D. P.A. 201 Eighth Street Suite 102 Naples, FL 33940	TITLE NAME STREET ADDRESS CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P Stanley P. Gulin, M.D. P.A. 201 Eighth Street, Suite 102 Naples, FL 33940	TITLE NAME STREET ADDRESS CITY-ST-ZIP	
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13. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 11 or on an attachment with an address, with all other like empowered.

SIGNATURE: [Signature] 3/5/02 941 262 315
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034B (12/01)

Attachment
#456842

425683

BILL OF SALE

DR. CLYDE BALCH, M.D. with offices at 208 8th Street South, Suite 102, Naples, Florida 34102, in consideration of the sum of Five-Hundred Thousand Dollars (\$500,000.00) paid to him by **DR. STANLEY GULIN, M.D.**, the receipt of which is acknowledged by this Bill of Sale, sells to **DR. STANLEY GULIN, M.D.**, his successors and assigns, all of the common stock of **CLYDE BALCH, M.D., PA**, and all of the property of **CLYDE BALCH, M.D., PA** located in the State of Florida.

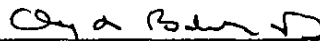
DR. CLYDE BALCH, M.D. warrants that he is the lawful owner of 100% of the common stock of **CLYDE BALCH, M.D., PA** and that he has the right to sell the common stock and all of the goods of the corporation. **DR. CLYDE BALCH, M.D.** warrants that he does hereby convey this property free and clear of leases, liens, encumbrances and he binds his successors and assigns to warrant and defend **DR. STANLEY GULIN** and **CLYDE BALCH, M.D., PA**'s title to the common stock of **CLYDE BALCH, M.D., PA** and all of the goods and property of **CLYDE BALCH, M.D.** against the lawful claims and demands of all persons.

This Bill of Sale shall be effective as of the transfer of all property on the attached list as of January 23, 2002.

IN WITNESS WHEREOF, this Bill of Sale is executed this 23rd day of January, 2002.



Witness



CLYDE BALCH, M.D.

Attachment
456872

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RESOLUTION OF THE
BOARD OF DIRECTORS

A special meeting of the Board of Directors of Clyde Balch, M.D., PA was held on January 23, 2002 pursuant to call by Chief Executive Officer Clyde Balch. Present were all of the corporations' Directors, Clyde Balch, M.D. Balch waived notice of the time, place and date of the meeting and his waiver is shown by the signature below.

The Board of Directors considered the proposed sale of all the corporation's issued and outstanding common stock and considered the documents which were prepared to accommodate such sale. Upon motion duly made and seconded, the Directors unanimously adopted the following resolution:

BE IT RESOLVED that Clyde Balch, M.D., PA enter into the following agreement with Dr. Stanley Gulin, the Stock Purchase Agreement, Transition Agreement and Confidentiality Agreement, and that the corporation's officers, particularly Clyde Balch, are hereby authorized to execute each such Agreement on behalf of the corporation.

There being no further business, the meeting was adjourned.



Clyde Balch, M.D.



Attachment
CRAWFORD • WILSON & RYAN, LLC
ATTORNEYS AT LAW

#456872

February 20, 2002

Gary M. Lobel, Esquire
Handal & Morofsky
80 Washington Street
Norwalk, CT 06854

Re: Sale of Medical Practice to Stanley Gulin

Dear Gary:

Enclosed you will find a Resolution of the Board of Directors and Bill of Sale which have been executed by Clyde Balch to complete and close out the sale of his practice to Stan Gulin. Please call me should you have any questions regarding these. I believe there are no other outstanding issues.

Sincerely,

CRAWFORD, WILSON & RYAN, LLC

Michael T. Imms

MTI/dms
Enclosure

cc: Clyde Balch, D.P.M.

FEB 25 2002