

N14110

Requester's Name

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(if known):

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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Examiner's Initials

EXHIBIT "A"

**ARTICLES OF DISSOLUTION
OF
ST. MARY'S PAIN CENTER, INC.**

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is ST. MARY'S PAIN CENTER, INC.

SECOND: Adoption of dissolution
(Complete Section I or II)

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SECTION I

If the corporation has members entitled to vote:

The date of the meeting of members at which the resolution to dissolve was adopted was:
May 16, 2001.

(CHECK ONE)

- The number of votes cast for dissolution was sufficient for approval.
- The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

SECTION II

If the corporation has no members with voting rights:

The corporation has no members or members with voting rights.

The date of adoption of the resolution by the board of directors was May 16, 2001.

The number of directors in office was three and the vote for the resolution was three for and zero against.

Signed this 16th day of May, 2001

Signature: Michael B. Loscalzo
(By the Chairperson or Vice Chairperson of the Board, President, or other officer)

Michael B. Loscalzo
Typed or printed name
Chief Financial Officer
Title

PLAN OF LIQUIDATION

OF

ST. MARY'S PAIN CENTER, INC.

WHEREAS, it is deemed advisable and in the best interest of St. Mary's Pain Center, Inc., Florida not-for-profit corporation (the "Corporation"), to wind up the affairs of the Corporation and completely liquidate the Corporation through distribution by it as soon as reasonably possible following the adoption of this Plan by the Board of Directors.

NOW, THEREFORE, the following Plan of Liquidation is approved unanimously by the Directors of the Corporation:

1. The Corporation has no remaining assets or liabilities.
2. Notwithstanding the recital in No. 1, the officers of the Corporation are authorized to:
 - a. negotiate and to consummate sales of any portion of the Corporation's properties and assets upon such terms and conditions as may be determined by them to be in the best interest of the Corporation; and
 - b. to collect all of the receivables owing to the Corporation, sell its assets, pay all of its liabilities, obligation, and debts and expenses and settle any contingent claims, setting aside any reasonable amount in cash or other property which the officers deem necessary to meet any contingent claims, liabilities, or expenses expected to arise.
3. The officers of the Corporation are authorized and directed to perform such acts and deeds to carry out the purposes of this Plan and to completely liquidate the Corporation as soon as reasonably possible following the date of adoption of this Plan of Liquidation in an orderly manner, and the President, and such other officers as are required to do so by law, are expressly authorized to execute any contracts, deeds, bills of sale or any other legal instruments or documents necessary or desirable to effectuate the liquidation and to consummate this Plan of Liquidation.
4. Upon distribution of all of the assets of the Corporation in complete liquidation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and file a final federal income tax return on its behalf. The Corporation shall also cause the Corporation's accountants to file Internal Revenue Service Form 966 within thirty (30) days after the adoption of this Plan of Liquidation by the Corporation through its Board of Directors.

5. The Corporation shall cause its attorneys to file Articles of Dissolution and this Plan with the Florida Secretary of State.

Adopted by the Board of Directors of the Corporation on May 16, 2001.

ST. MARY'S PAIN CENTER, INC., a Florida
not-for-profit corporation

By: _____
Name: Michael B. Rucif
Title: Chief Financial Officer