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SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Charles P. Sacher, P.A.
Gregory T. Martini
Charles S. Sacher

April 1, 2003

Telephone: 305/448-3900
Facsimile: 305/446-9206
OF COUNSEL
Martin E. Segal, P.A.

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Dissolution of American Osteopathic
Academy of Orthopedics Educational Foundation, Inc.
Our File No. 0450-7

Dear Sir or Madam:

On behalf of the above referenced corporation, I enclose herewith an original and one (1) copy of the executed and notarized Articles of Dissolution together with my firm check in the amount of \$43.75 (\$35.00 plus \$8.75 flat fee for a certified copy).

Please have the original copy of the Articles of Dissolution filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Dissolution.

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS:nc

Enclosures

cc: Morton J. Morris, D.O., J.D.

Z:\WP\0450-7\Fla. Div. Corp. (flng. Articles. of Dissolution of Corp.) 4.1.03.wpd

ARTICLES OF DISSOLUTION

03 APR -3 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD

The undersigned, as President and Secretary of American Osteopathic Academy of Orthopedics Educational Foundation, Inc., a Not-for-Profit corporation organized under the Laws of the State of Florida, does hereby, for the purpose of complying with the provisions of Section 617.1403, Florida Statutes and §331 of the Internal Revenue Code, in relation to the voluntary dissolutions of corporations, make and attest these Articles and incorporate therein the resolutions of the Directors and Members of American Osteopathic Academy of Orthopedics Educational Foundation, Inc. for dissolution, and certify as follows:

1. The name of the corporation is American Osteopathic Academy of Orthopedics Educational Foundation, Inc. (hereinafter referred to as the "Corporation").
2. The names, titles and post office addresses of the officers of the Corporation are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Joel Rush, D.O.	301 NW 84 th Ave., Suite 305 Plantation, FL 33324
Secretary	Morton J. Morris, D.O., J.D.	3200 S. University Drive, Room 1518, 5 th Floor Davie, FL 33328
Treasurer	Morton J. Morris, D.O., J.D.	3200 S. University Drive, Room 1518, 5 th Floor Davie, FL 33328

3. The name and post office address of its Directors are as follows:

<u>Name</u>	<u>Address</u>
Joel Rush, D.O.	301 NW 84 th Ave., Suite 305 Plantation, FL 33324
Morton J. Morris, D.O., J.D.	3200 S. University Drive, Room 1518 5 th Floor Davie, FL 33328
John McPhilemy	2 Bala Plaza, Suite IL-1 Bala Cynwyd, PA 19004
R. Mark Stover	114 Morey Drive Marysville, OH 43040
John S. Urse	8934 Kingsbridge Dr., Suite 101 Centerville, OH 45458

4. That all debts, obligations, and liabilities of the Corporation, including the payment for the computer program for use by Osteopathic residents to report their academic progress and work, have been paid, or that adequate provision has been made therefor.

5. That the remaining assets of the Corporation have been distributed to Nova Southeastern University of Osteopathic Medicine.

6. That there are no actions pending against the Corporation in any Court.

7. That the Corporation elected to dissolve by written Consent of its Directors and Members, dated January 31, 2003, through the following resolutions:

RESOLVED, that the Board of Directors of the Corporation determine that it is in the best interests of the Corporation to liquidate in accordance with the provisions of Section 617.1402, Florida Statutes; and

BE IT FURTHER RESOLVED, that the Board of Directors of the Corporation do hereby recommend to the Members of the Corporation that the Corporation be dissolved under Florida law; and

BE IT FURTHER RESOLVED, that the Corporation shall cease to carry on its business, to mail notice of the proposed liquidation to all creditors of the Corporation and to pay, satisfy or discharge its obligations or make adequate provision for payment and discharge thereof; and

BE IT FURTHER RESOLVED, that the President and Secretary, acting for and on behalf of the Corporation be, and they hereby are, authorized and directed to take such actions as may be necessary to effect the liquidation and dissolution of the Corporation, including the filing of Articles of Dissolution with the Secretary of State of the State of Florida, and filing of the final income tax return and all other notices with the Internal Revenue Service and the Department of Revenue of the State of Florida, incident to the liquidation and dissolution of the Corporation; and

BE IT FURTHER RESOLVED, that the President of the Corporation, acting for and on behalf of the Corporation be, and he hereby is, authorized and directed to pay all of the expenses of the dissolution, including the payment for the computer program for use by Osteopathic residents to report their academic progress and work, accountants and attorneys, and when all of the Corporation's debts and expenses have been paid to distribute the Corporation's remaining assets to Nova Southeastern University of Osteopathic Medicine, in complete liquidation of the Corporation, and to execute such Bills of Sale, Assignments, checks and other instruments of conveyance in connection therewith as may be necessary; and

BE IT FURTHER RESOLVED, that the President of the Corporation, acting for and on behalf of the Corporation be, and he hereby is, authorized and directed to take all such other actions as may be necessary or appropriate to effect the liquidation and dissolution of the Corporation; and

BE IT FURTHER RESOLVED, that the Members of the Corporation, by majority consent, agree to the dissolution of the Corporation, all as set forth above.

IN WITNESS WHEREOF, the President and Secretary of American Osteopathic Academy of Orthopedics Educational Foundation, Inc. have executed these Articles of Dissolution, this 31st day of January, 2003, at Davie, Broward County, Florida.

American Osteopathic Academy of Orthopedics Educational Foundation, Inc., a Florida corporation

Joel Rush

Joel Rush, D.O., President


(CORPORATE SEAL)

Morton J. Morris

Morton J. Morris, D.O., J.D., Secretary

BEFORE ME, the undersigned authority, personally appeared Joel Rush, D.O., who, under oath, deposes and says that he is the President of American Osteopathic Academy of Orthopedics Educational Foundation, Inc., and that he executed the foregoing Articles of Dissolution for the purposes therein expressed as his own free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at *St. Lande*, Florida, this *7* day of *January*, 2003.

Marie E. Morris
Notary Public
MARIE E. MORRIS


My Commission Expires:
Notary Public, State of Florida at Large

BEFORE ME, the undersigned authority, personally appeared Morton J. Morris, D.O., J.D., who, under oath, deposes and says that he is the Secretary of American Osteopathic Academy of Orthopedics Educational Foundation, Inc. and that he executed the foregoing Articles of Dissolution for the purposes therein expressed as his own free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at *Davie*, Broward County, Florida, this *10* day of *January*, 2003.

Marilyn J. Rizzo
Notary Public
MARILYN J. RIZZO

My Commission Expires:
Notary Public, State of Florida at Large

