



Buchanan Ingersoll
ATTORNEYS

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N46613

July 19, 2002

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

PRINCIPAL LOCATIONS

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PITTSBURGH
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Re: St. Mary's ASC, Inc.

800006554338--3
-07/22/02--01065--034
*****87.50 *****43.75

Dear Sir or Madam:

We have enclosed the original Articles of Dissolution and Plan of Distribution of Assets for St. Mary's ASC, Inc., a Florida not for profit corporation. We have also enclosed a check from this law firm in the amount of \$87.50, representing the filing fee of \$35.00 for the Articles of Dissolution, \$35.00 for the Plan of Distribution of Assets, and \$8.75 for a certified copy of each of these documents.

Thank you for your assistance in this matter. If you have any questions or would like to discuss this matter further, please call me at (813) 222-8199.

Sincerely,

Linda L. Fleming
Linda L. Fleming

Enclosures

cc: Michael Hemsley, Esq. (w/enclosures)
Dale S. Webber, Esq. (w/enclosures)

FILED
02 JUL 22 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

33

Dissolution

T BROWN JUL 29 2002

ARTICLES OF DISSOLUTION
OF
ST. MARY'S ASC, INC.

FILED
02 JUL 22 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes, Section 617.1403, the undersigned corporation adopts the following Articles of Dissolution:

1. The name of the corporation is St. Mary's ASC, Inc. (the "Corporation").
2. The Corporation has two Members, each of which consented to the dissolution of the Corporation by written consent dated MAY 8, 2002, in accordance with the provisions of Florida Statutes, Section 617.0701.
3. The Members and the Board of Trustees of the Corporation have adopted a Plan of Distribution, a copy of which is attached as Appendix "A", in accordance with the Corporation's Articles of Incorporation and Florida Statutes, Section 617.1406.

ST. MARY'S ASC, INC.

Date: MAY 8, 2002

By: _____

Robert V. Stanek, President

**PLAN OF DISTRIBUTION
OF ASSETS
OF
ST. MARY'S ASC, INC.**

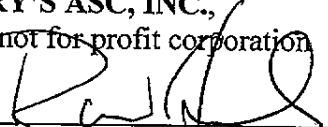
This Plan of Distribution of Assets of St. Mary's ASC, Inc. (the "Corporation") has been prepared and approved in accordance with Florida Statutes, Section 617.1406(2), consistent with the Corporation's Articles of Incorporation, as amended:

1. The Corporation has no liabilities or obligations.
2. The Corporation holds no assets upon condition requiring return, transfer or conveyance in the event of dissolution.
3. All other assets received and held by the Corporation shall be distributed in accordance with Florida Statutes Section 617.1406(3)(c)-(d) and the Articles of Incorporation of the Corporation to St. Mary's Ancillary Services, Inc.
4. The officers of the Corporation shall file Articles of Dissolution with the Florida Secretary of State pursuant to Florida Statutes, § 617.1403, as directed by the Members of the Board of Trustees of the Corporation.
5. The officers of the Corporation shall cause all fees to be paid and to do or cause to be done such other acts as they may deem to be necessary and proper to carry out the dissolution of the Corporation.

IN WITNESS WHEREOF, this Plan of Distribution is executed pursuant to the authorization of the Corporation's Members and Board of Trustees.

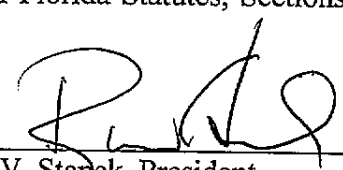
ST. MARY'S ASC, INC.,
a Florida not for profit corporation

Date: MAY 8, 2002

By: 
Robert V. Stanek, President

Officer's Certificate of Compliance

I, Robert V. Stanek, as President of St. Mary's ASC, Inc., do hereby certify that the foregoing Plan of Distribution was adopted by the Members and Board of Trustees of the Corporation in accordance with the requirements of Florida Statutes, Sections 617.1403(1) and 617.1406(1).


Robert V. Stanek, President