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00 JAN -14 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 577208 9472A
AUTHORIZATION : *Patricia P...*
COST LIMIT : \$ 52.50

ORDER DATE : February 4, 2000
ORDER TIME : 3:42 PM
ORDER NO. : 577208-005
CUSTOMER NO: 9472A
CUSTOMER: Charles Dale, Esq
Charles S. Dale, Esquire
414 N.E. 4th Street
Ft. Lauderdale, FL 33301

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DOMESTIC FILINGS

NAME: PHYSICIANS ACTION COALITION,
INC.

*File
15x*

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF STATUS

G. COULLETTE FEB 07 2000

CONTACT PERSON: Jeanine Reynolds

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
EXAMINER

00 FEB -4 PM 4:41

RECEIVED

**LAW OFFICES OF
CHARLES S. DALE, P.A.**

414 NE Fourth Street
Ft. Lauderdale, FL 33301-1152
Telephone: (954) 462-7472
Facsimile: (954) 462-5472

February 3, 2000

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

FILED
00 JAN -4 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RE: *PHYSICIANS ACTION COALITION, INC.,
a Florida not-for-profit corporation***

Gentlemen:

I represent the incorporators/directors of PHYSICIANS ACTION COALITION, INC., which was improperly submitted to the Department as a profit corporation.

The incorporators/directors have dissolved the profit corporation and I enclose Articles of Dissolution for that purpose.

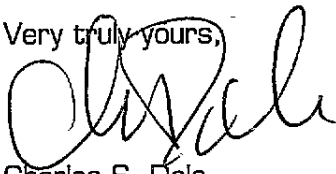
The same parties desire to form PHYSICIANS ACTION COALITION, INC. as a Florida not-for-profit corporation. To achieve that I enclose Articles of Incorporation for PHYSICIANS ACTIONS COALITION, INC., a Florida not-for-profit corporation.

This action of dissolving the profit corporation and filing articles for a new not-for-profit corporation results from my review of the statutes and the advice of an examiner at the Department of State that there is no procedure to amend a profit corporation into a non-profit corporation.

Please proceed to file the Articles of Dissolution which will turn that corporation inactive and allow the filing of the same named corporation, but as a not-for-profit corporation.

If you have any questions concerning the procedures requested in this letter and the attachments thereto, please call this office.

Very truly yours,



Charles S. Dale

CSD:pw
Enclosure

**LAW OFFICES OF
CHARLES S. DALE, P.A.**

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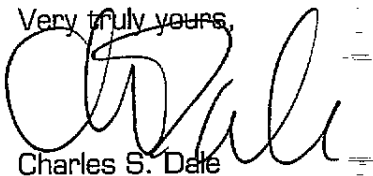
**RE: *PHYSICIANS ACTION COALITION, INC.,
a Florida corporation***

Gentlemen:

Enclosed please find our check made payable to the Department of State in the amount of \$52.50. (Filing fee of \$35.00 for filing of the Articles of Dissolution, \$8.75 for a certified copy of the Articles of Dissolution and \$8.75 for a certificate of status).

Thank you for your cooperation in this matter.

Very truly yours,



Charles S. Dale

CSD:pw

Enclosure

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is PHYSICIANS ACTION COALITION, INC., a Florida corporation

SECOND: The filing date of the articles of incorporation was 1-6-2000

THIRD: (check one)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (check one)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 3 day of February, 2000.

Signature: David P. Keach

(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator)

DAVID P. Keach

(Typed or printed name)

Vice President

(Title)

FILED
00 JAN -4 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on this 3
day of February, 2000, by **DAVID KEACH**, the person described in the
foregoing Articles of Dissolution, and he acknowledged to and before me that
he subscribed to these Articles of Dissolution. He is personally known to me.

Notary Public

Pamela Ann Washington
My Commission Expires: 3/29/00

