

**SMITH
SAUER
& DEMARIA**

ATTORNEYS AT LAW

P94000003464

G. Thomas Smith
Board Certified
Real Estate Attorney

January 29, 1997

Secretary of State
Corporate Records Division
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-02/04/97-01116--007
*****35.00 *****35.00

RE: Karl E. Nicolai, M.D., P.A.
Document No. P94000003464

Gentlemen:

Enclosed is the signed original and a copy of the Articles of Dissolution, the Minutes of the Special Joint Meeting and Waiver for the above corporation. Also enclosed is a check in the amount of \$35.00 representing the filing fee.

Please file the original of the enclosed Articles of Dissolution and return a date-stamped copy to me as evidence of filing.

If you have any questions, please do not hesitate to contact us at (904) 434-2761.

Sincerely,

Jan C. Cribbs
for G. Thomas Smith

SH 2/7

FILED
97 FEB -3 PM 2:16
TALLAHASSEE, FLORIDA

GTS:jcc

Enclosure: \$35.00 check

ARTICLES OF DISSOLUTION

1. The name of the corporation is KARL E. NICOLAI, M.D., P.A.
2. The names and respective addresses of its officers are:

Karl E. Nicolai, M.D.
16769 Perdido Dunes, Unit F
Pensacola, Florida 32507
3. The names and respective addresses of its directors are:

Karl E. Nicolai, M.D.
16769 Perdido Dunes, Unit F
Pensacola, Florida 32507
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.
5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no actions pending against the corporation in any court or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation in any pending action.
7. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 16th day of January, 1997.

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

DATED this 16th day of January, 1997



President



Secretary

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by Karl E. Nicolai who is the President and Secretary of Karl E. Nicolai, M.D., P.A. and who is personally known to me or produced A FLORIDA DRIVER'S License as identification on this 29th day of January, 1997.

NOTARY STAMP:



Janice S. Sugar
NOTARY PUBLIC
Printed Name: JANICE S. SUGAR
My Commission Expires: 8-13-2000

MINUTES OF THE SPECIAL JOINT MEETING OF
DIRECTORS AND SHAREHOLDERS
OF
KARL E. NICOLAI, M.D., P.A.

The special joint meeting of directors and shareholders of the corporation was held at the offices of Smith & Sauer, P.A., 510 E. Zaragoza Street, Pensacola, Florida, 32501, on the 16th day of January, 19979.

The following directors were present:

Karl E. Nicolai

The following shareholders were present:

<u>Shareholder</u>	<u>Shares</u>	<u>In Person</u>	<u>By Phone</u>
Karl E. Nicolai	2500	X	

being a quorum of the directors and a quorum of the shareholders of the corporation.

Karl E. Nicolai was elected chairman of the meeting and Karl E. Nicolai was elected secretary.

The chairman called the meeting to order and the secretary then presented and read a waiver of notice of the meeting, subscribed by all the directors and all the shareholders of the corporation, and it was ordered that it be appended to the minutes of the meeting.

The chairman announced that the purpose of the meeting was to discuss and act upon a proposal to adopt a plan of liquidation and dissolution of the corporation and to sell the principal assets of the corporation.

After discussion and review and upon motion duly made, seconded, and unanimously carried, the following resolutions were adopted by the Board of Directors and the holders of 100% of the issued and outstanding shares of the stock of the corporation:

RESOLVED, that in the judgment of the Board of Directors and the Shareholders of the Corporation, it is deemed advisable and for the benefit of the Corporation that it

should be liquidated and dissolved.

RESOLVED, that a plan of liquidation, in accordance with Section 337 of the Internal Revenue Code of 1954, as amended, and in accordance with the provisions of Sections 607.257 and 607.261 of the Florida Statutes, be and it hereby is formulated to effect such liquidation and dissolution as hereinafter provided.

RESOLVED, that the proper officers of the Corporation be, and that they hereby are, authorized and directed to file a copy of these resolutions and Articles of Dissolution with the Secretary of State of Florida;

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties and assets of the Corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation.

RESOLVED, that the corporation, upon approval of this dissolution and plan of liquidation, notify all creditors and claimants of the dissolution.

RESOLVED, that after providing for all proper debts of the Corporation, the remaining assets of the Corporation be distributed to the stockholders of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable, but in no event later than the termination of a twelve-month period commencing with the date of adoption of this plan of complete liquidation; and

RESOLVED, that if the sale and distribution of all of the properties and assets of the corporation can not be consummated before the end of the twelve-month period, the Board of Directors may abandon the Plan and all action contemplated hereby. Upon such abandonment, the Plan shall be void.

RESOLVED, that the officers or accountants of the Corporation are authorized and directed to file all necessary tax returns, forms and resolutions with the Internal Revenue Service within the proper time limits.

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out

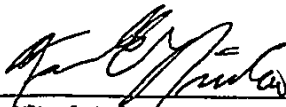
the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

There being no further business before the meeting, on motion duly made, seconded and unanimously carried, the meeting adjourned.

Dated - January 16, 1997



Karl E. Nicolai, Chairman



Karl E. Nicolai, Secretary

WAIVER OF NOTICE OF SPECIAL JOINT MEETING
OF DIRECTORS AND SHAREHOLDERS
OF
KARL E. NICOLAI, M.D., P.A

We, the undersigned being all the directors and all the shareholders of the corporation hereby agree and consent that the special meeting of directors and shareholders be held at the date, time and place stated below and for the purpose stated below and the transaction of all such other business as may lawfully come before the meeting and hereby waive all notice of the meeting and any adjournment thereof.

Date of meeting - January 16, 1997
Time of meeting - 2:00 p. m.
Place of meeting - 510 E. Zaragoza Street, Pensacola, Florida 32501
Purpose of meeting - To discuss the adoption of a proposed plan of liquidation and dissolution.

Dated - January 16, 1997


Karl E. Nicolai