

LINDA M. SMITH
ATTORNEY AT LAW

459268

BISCAYNE CENTRE • SUITE 200
11900 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33181

POST OFFICE BOX 546702
BAL HARBOUR, FLORIDA 33154

TELEPHONE (305) 866-6434
FACSIMILE (305) 866-7159

BY CERTIFIED MAIL-RETURN RECEIPT REQUESTED
RECEIPT NO. Z 019 459 204

December 9, 1997

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

800002372548--6
-12/15/97--01133--003
*****87.50 *****87.50

Re: Dissolution of Carl M. Chestler, P.A.

Dear sir or madam:

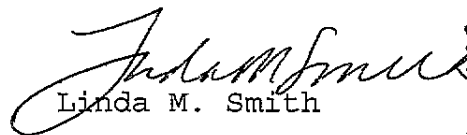
I enclose one (1) original and a duplicate copy of Articles of Dissolution for Carl M. Chestler, M.D., along with my trust account check in the amount of \$87.50 to cover filing fees and a certified copy.

Kindly return the certified copy to my attention at the address listed above.

Please do not hesitate to contact me if any further information is required.

Thank you for your cooperation in this matter.

Very truly yours,


Linda M. Smith

LMS:slc

Enc.

Diss.
12-18-97
CC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97DEC 15 PM 12:29

ARTICLES OF DISSOLUTION
OF
DR. CARL M. CHESTLER, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 PM 12:29

Article I

Name

The name of this corporation is: DR. CARL M. CHESTLER, P.A.

Article II

Authorization for Dissolution

The dissolution was authorized by the Board of Directors and Sole Shareholder of the Corporation by a unanimous written consent dated December 9, 1997 and attached as Exhibit "A" hereto.

Article III

Debts and Obligations

All debts, obligations, and liabilities of the corporation have been paid or discharged.

Article IV

Distribution of Property and Assets

All the remaining assets of the corporation have been distributed to the Sole Shareholder.

Article V

Actions Against Corporation

There are no actions pending against the corporation in any court.



President: Carl M. Chestler

President: Carl M. Chestler



Secretary: Carl M. Chestler

BEFORE ME, the undersigned authority, personally appeared CARL M. CHESTLER, who is personally known to me and who is the President and Secretary of Dr. Carl M. Chestler, P.A. and he acknowledged to and before me that he executed the foregoing Articles of Dissolution. He did not take an oath.


Linda M. Smith, Notary Public
Commission No. CC483698
My commission expires: 8/27/99



corp7a5

UNANIMOUS WRITTEN CONSENT
IN LIEU OF MEETING
OF THE BOARD OF DIRECTORS OF
DR. CARL M. CHESTLER, P.A.

The undersigned, being the Sole Director and Shareholder of DR. CARL M. CHESTLER, P.A., a Florida corporation (the "Corporation"), hereby consents by this certificate to the adoption of the following resolutions with the same force and effect as though adopted at a regular meeting of the Board of Directors and Shareholders, pursuant to the terms of Section 607.0821(1) and Section 607.0704, Florida Statutes:

Dissolution of the Corporation

RESOLVED, that the Corporation be dissolved in accordance with the Professional Service Corporation and limited Liability Company Act, Section 621.02 et seq., Florida Statutes.

RESOLVED FURTHER, that in accordance with the resolution to dissolve the Corporation, the officers and directors of the Corporation be and they hereby are authorized and directed to:

1. distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation;
2. file Articles of Dissolution with the Secretary of State of the State of Florida;
3. file all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets; and
4. provide for the payment of any indebtedness owed by the corporation to any creditor or lienor.

RESOLVED FURTHER, that all actions taken on behalf of this corporation by its officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

These resolutions are made in Miami, Florida and shall be effective as of December 9, 1997.

SOLE SHAREHOLDER:



Carl M. Chestler

SOLE DIRECTOR:



Carl M. Chestler