

460170

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(Address)

(Address)

(City/State/Zip/Phone #)

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☐ MAIL

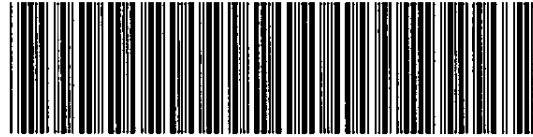
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DIVISION OF CORPORATIONS
13 OCT 15 AM 10:45

DiSS

OCT 21 2013

T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CHILDREN'S EYE CLINIC, GIACOMO S. GUGGINO, M.D., P.A. Articles of Dissolution

DOCUMENT NUMBER: 460170

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Steven S. Oscher, as Receiver of Children's Eye Clinic, Giacomo S. Guggino, M.D., P.A.

(Name of Contact Person)

Oscher Consulting, P.A.

(Firm/Company)

One Tampa City Center 201 North Franklin Street Suite 3150

(Address)

Tampa, FL 33602

(City/State and Zip Code)

For further information concerning this matter, please call:

Steven S. Oscher, as Receiver (see above) at (813) 229-8250
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed) |
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MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:
CHILDREN'S EYE CLINIC, GIACOMO S. GUGGINO, M.D., P.A.

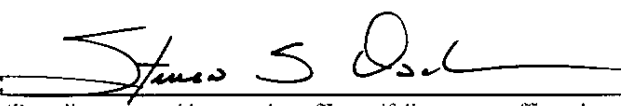
SECOND: The document number of the corporation (if known): 460170

THIRD: The date dissolution was authorized: October 18, 2012

Effective date of dissolution if applicable: _____
(no more than 90 days after dissolution file date)

FOURTH: Judgment of Dissolution, dated October 18, 2012 in the matter of Giacomo S. Guggino, M.D. v. Children's Eye Clinic, Giacomo S. Guggino, M.D., P.A., Case No.: 09-CA-021655. A copy of the Judgment of Dissolution is attached hereto and incorporated by reference.

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Signature: 

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Steven S. Oscher, as Receiver of Children's Eye Clinic, Giacomo S. Guggino, M.D., P.A.

(Typed or printed name of person signing)

Court appointed receiver

(Title of person signing)

Filing Fee: \$35

IN THE CIRCUIT COURT OF THE THIRTEENTH JUDICIAL CIRCUIT
IN AND FOR HILLSBOROUGH COUNTY, STATE OF FLORIDA
GENERAL CIVIL DIVISION

GIACOMO S. GUGGINO, M.D.
Plaintiff,

vs.

CASE NO.: 09-CA-021655
Division: "L"

CHILDREN'S EYE CLINIC, GIACOMO
S. GUGGINO, M.D., P.A., a Florida corporation,
Defendant.

CONSOLIDATED

DAWN R. BHASIN, M.D., in her Derivative
Capacity as Shareholder on behalf of
CHILDREN'S EYE CLINIC, GIACOMO S.
GUGGINO, M.D., P.A., a Florida corporation,
Plaintiff,

vs.

CASE NO.: 09-CA-023697

Division: "L"

G.S. GUGGINO FAMILY, LLLP,
a Florida Limited Partnership;
JUDITH GUGGINO, individually and in
her capacity as General Partner of
G.S. GUGGINO FAMILY, LLLP; and
GIACOMO S. GUGGINO, M.D., individually,
Defendants.

JUDITH GUGGINO, et al.,
Plaintiffs,

vs.

CASE NO.: 09-CA-27517
Division: "L"

CHILDREN'S EYE CLINIC, GIACOMO
S. GUGGINO, M.D., P.A., a Florida corporation,
Defendant.

JUDGMENT OF DISSOLUTION

Pursuant to the parties' stipulation, the Court ADJUDGES AND ORDERS:

1. CHILDREN'S EYE CLINIC, GIACOMO S. GUGGINO, M.D., P.A., a Florida corporation, (the "Clinic") shall be dissolved in accordance with the terms of this judgment.

2. Steven Oscher ("Oscher") is appointed as Receiver for the Clinic. As Receiver, Oscher shall continue to have the same rights, authority, and obligations conferred on him pursuant to this Court's December 11, 2009 order appointing him as Custodian of the Clinic. In addition, Oscher is also empowered and directed to marshal and sell the assets of the Clinic in accordance with this judgment. To that end, Oscher shall exercise reasonable efforts to sell the assets of the Clinic in a manner that will allow the Clinic to continue as a viable going concern with due consideration for the Clinic's employees and patients. Accordingly, Oscher's initial task shall be to determine whether one or more prospective buyers are ready, willing, and able to purchase, assume or otherwise acquire the leasehold interest currently owned by the Clinic and to acquire whatever other assets owned by the Clinic that will allow such buyer or buyers to continue to operate the Clinic as an ongoing business. If Oscher identifies one or more such buyers, Oscher shall negotiate a sale with the highest bidder on terms and conditions that, in Oscher's reasonable judgment, are in the best interest of the Clinic's shareholders and creditors.

3. If, by June 1, 2013, Oscher is unable to find a buyer for the Clinic as an ongoing business, he shall discontinue his efforts to sell the Clinic as a going concern, exercise his reasonable efforts to sell the assets of the Clinic separately for the highest price reasonably available as to each asset or asset group, and the Clinic shall be and stand dissolved as of that date. Oscher, in his sole discretion may seek leave of Court to either shorten or lengthen the time period for attempting to sell the Clinic as an ongoing business. If the Court modifies the time, the Court shall modify the date of dissolution accordingly.

4. Thirty (30) days following the entry of this Judgment, and every thirty (30) days thereafter, Oscher will provide the Court a report as to the status of the anticipated sale of the Clinic's assets. When Oscher has negotiated the terms of a sale of some or all of the assets, which

he recommends be approved by the Court, he shall file a report notifying the Court, and within ten (10) days of the filing of the report, any party may file a response or objection to the proposed sale.

5. Before Oscher makes any payment to creditors or distributions to the Clinic's shareholders other than in the ordinary course of business, Oscher will provide the Court a report of the proposed payment(s) or distribution(s), and within ten (10) days of the filing of the report, any party may file a response or objection to the proposed payment(s) or distribution(s). Oscher shall provide all notices and follow all procedures, to the extent applicable, as provided in Sections 607.1405 and 607.1406.

6. At any time following entry of this Judgment and before the dissolution process has concluded, if the parties reach a settlement that obviates the need for dissolution, the parties shall notify the Court and request the Court to take appropriate action as the Court deems necessary or appropriate.

7. After Oscher has sold all of the Clinic's assets, paid the Clinic's creditors, and disbursed the surplus proceeds, if any, to the Clinic's shareholders, Oscher shall file a final accounting with the Court and the Clinic shall be dissolved.

8. In the event that Oscher purchases goods for the Clinic, the sellers of such goods must rely on receiving payment from the receivership property, not from Oscher individually, in the absence of fraud, deceit, or personal assumption of liability by Oscher.

9. In cases where Oscher has complied with his duties, Oscher will not be liable for losses to the receivership property.

10. In the event that a legal question arises during the receivership and Oscher relies in good faith on the advice of competent counsel, Oscher will not be liable for any losses

resulting there from. In addition, Oscher shall not be liable for any acts (or decisions not to act) within the scope of his authority, absent a showing of gross negligence or intentional misconduct.

11. Oscher may be allowed reasonable amounts for attorneys' fees incurred through services performed for the receivership estate even if the results of the litigation are adverse to the receivership estate, and even if prior court approval was not obtained before the attorney was employed.

12. As compensation for Oscher's service as Receiver, Oscher shall continue to report his expenses to the Court and be paid on the same basis as he has been paid since his appointment as Custodian.

13. No bond shall be required by Oscher for his service as Receiver.

14. This Court shall retain jurisdiction of this matter for all purposes.

DONE AND ORDERED in Chambers in Tampa, Hillsborough County, Florida, on _____

2012.

ORIGINAL SIGNED
CONFORMED COPY

OCT 1 2012

Herbert J. Baumann, Jr.
Circuit Judge

HERBERT J. BAUMANN, JR.
CIRCUIT JUDGE

Copies furnished to:
Joseph H. Varner, III, Esq.
Matias Blanco, Jr., Esq.
David M. Carr, Esq.
Robert V. Williams, Esq.

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Florida Department of State:
CHILDREN'S EYE CLINIC, GIACOMO S. GUGGINO, M.D., P.A.

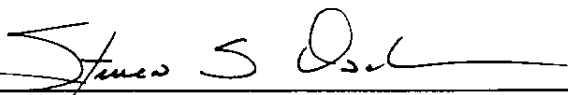
SECOND: The document number of the corporation (if known): 460170

THIRD: The date dissolution was authorized: October 18, 2012

Effective date of dissolution if applicable: _____
(no more than 90 days after dissolution file date)

FOURTH: Judgment of Dissolution, dated October 18, 2012 in the matter of Giacomo S. Guggino, M.D. v. Children's Eye Clinic, Giacomo S. Guggino, M.D., P.A., Case No.: 09-CA-021655. A copy of the Judgment of Dissolution is attached hereto and incorporated by reference.

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DIVISION OF CORPORATIONS
13 OCT 15 AM 10:45

Signature: 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Steven S. Oscher, as Receiver of Children's Eye Clinic, Giacomo S. Guggino, M.D., P.A.
(Typed or printed name of person signing)

Court appointed receiver
(Title of person signing)

Filing Fee: \$35

IN THE CIRCUIT COURT OF THE THIRTEENTH JUDICIAL CIRCUIT
IN AND FOR HILLSBOROUGH COUNTY, STATE OF FLORIDA
CIVIL DIVISION

GIACOMO S. GUGGINO, M.D.

CASE NO.: 09-CA-021655

Plaintiff,

Division: "L"

vs.

CHILDREN'S EYE CLINIC, GIACOMO
S. GUGGINO, M.D., P.A., a Florida corporation,

CONSOLIDATED

Defendant.

DAWN R. BHASIN, M.D., in her Derivative
Capacity as Shareholder on behalf of
CHILDREN'S EYE CLINIC, GIACOMO S.
GUGGINO, M.D., P.A., a Florida corporation,

CASE NO.: 09-CA-023697

Division:

Plaintiff,

vs.

G.S. GUGGINO FAMILY, LLLP, a
Florida Limited Partnership, et al.,

Defendants.

DAWN R. BHASIN, M.D.,

CASE NO.: 10-CA-021260

Plaintiff,

Division: "L"

vs.

GIACOMO S. GUGGINO, M.D., et al.,

Defendants.

**ORDER ON MOTIONS REGARDING DISSOLUTION PROCEEDS AND
ENFORCEMENT OF DISSOLUTION JUDGMENT**

This action was before the Court on September 3, 2013, on the "Motion To Authorize
Expense Disbursements From Sale Proceeds" filed on August 14, 2013, by Steven S. Oscher, the

Receiver in this action (the "Receiver"), and "Dawn Bhasin's Motion To Enforce Judgment, Disburse Proceeds, And Discharge Receiver" filed on August 26, 2013, by Dawn R. Bhasin ("Bhasin"). The Court heard argument from Counsel for the Receiver, Counsel for Bhasin, Counsel for Giacomo S. Guggino, and Counsel for Newsom Eye & Laser Center, Inc. As set forth on the record, the Court allowed Newsom Eye & Laser Center, Inc., to intervene for the purpose of participating in the hearing.

Having reviewed the motions and the file, having heard argument of counsel, and being fully advised in the premises, the Court

ORDERS AND ADJUDGES:

1. For the reasons stated on the record during the hearing, the motions are granted to the extent set forth in this order.

2. If and when the funds available for the Receiver to discharge his duties and pay the expenses attendant to those duties, pursuant to the Court's October 18, 2012, Judgment of Dissolution, are exhausted from the Clinic's cash, the Receiver may utilize the proceeds from the dissolution sale for the payment of those expenses, subject to the historical and existing procedure for the Receiver to file a monthly statement of expenses and the right of Bhasin and Guggino to file objections to the payment of the expenses.

3. The Receiver shall file a report which will provide the Court with the current status of the Receivership. The report shall describe the financial condition of the Receivership including assets, known liabilities, contingent liabilities and any other relevant financial information known to the Receiver as well as the Receiver's plan for dealing with any remaining creditors. The report shall also inform the Court as to when the Receiver believes that he will be in a position to make a distribution of some or all of the sale proceeds

(and any other funds available for distribution). This report shall be filed no later October 10, 2013. The Receiver shall also inform the Court as to whether or not he has provided notices to creditors pursuant to Florida Statutes §607.1405 and §607.1406 to the extent those statutes are applicable under the circumstances of this Receivership.

4. This order is without prejudice to Newsom Eye & Laser Center, Inc., seeking further intervention to object to the utilization of the sale proceeds and/or the Receiver's proposed distribution of the funds.

DONE AND ORDERED in Tampa, Hillsborough County, Florida, on September _____, 2013.

ORIGINAL SIGNED

OCT 01 2013

HERBERT J. BAUMANN, JR.
HERBERT J. BAUMANN, JR.
Circuit Judge

Conformed copies to:
Joseph H. Varner, III, Esq.
Matias Blanco, Jr., Esq.
Robert V. Williams, Esq.
Kelly A. Overfield, Esq.

2295632 v1

Notice of Corporate Dissolution

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in s. 607.1407, F.S.

This "*Notice of Corporate Dissolution*" is optional and is not required when filing a voluntary dissolution.

Name of Corporation: CHILDREN'S EYE CLINIC, GIACOMO S. GUGGINO, M.D., P.A

Date of dissolution will be the date the dissolution is filed with the Department of State or as specified in the *Articles of Dissolution*.

Description of information that must be included in a claim:

Description of claims including facts giving rise to claim.

All documentation supporting claim.

Mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations)

GIACOMO S. GUGGINO, M.D.

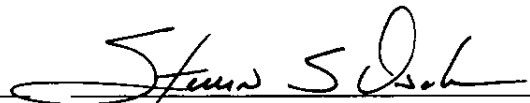
as last known President of CHILDREN'S EYE CLINIC, GIACOMO S. GUGGINO, M.D., P.A

3109 W Swann Ave Tampa, FL 33609

A claim against the above named corporation will be barred unless a proceeding to enforce the claim is commenced within 4 years after the filing of this notice.

Steven S. Oscher, Receiver

Printed Name of the Person Filing


Signature of the Person Filing

Fee: No charge if included with Articles of Dissolution. If filed separately \$35.00