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March 1997

465946

Secretary of State  
Division of Corporate Records  
409 E. Gaines Street  
Tallahassee, FL 32399

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-03/20/97--01109--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: ALBERT C. FEARS, JR., D.D.S., P.A..

Dear Sir or Madam:

Enclosed are the following:

1. Original and one copy of Articles of Dissolution for the above named corporation.
2. Original Actions by Written Consent of Shareholder in lieu of a Special Meeting.
3. My client's check in the amount of \$35.00 to pay the filing fee.

When the Articles have been changed, please stamp the copy of the Articles of Dissolution with the date filed and return to me in the stamped return envelope.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

*F. Richard Hitt*

F. Richard Hitt

FRH/ms

Encs.

Copy to: Albert C. Fears, Jr.

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Diss  
30097

APPROVED  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAY 2 1997

ARTICLES OF DISSOLUTION  
PURSUANT TO § 607.1403 OF THE  
FLORIDA GENERAL CORPORATION ACT  
(Corporation)

To: Department of State                      Date Paid:  
Tallahassee, Florida 32304      Filing Fee \$35.00

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation by written consent of the shareholders pursuant to §607.0704. This dissolution will be effective when filed.

1. The name of this corporation is **ALBERT C. FEARS, JR., D.D.S., P.A.**

2. The name and address of the officers of the corporation are as follows:

NAME	OFFICE	ADDRESS
Albert C. Fears, Jr.	President	7009 Greenbrier Drive
	Secretary	Seminole, FL 33777
	Treasurer	

3. The name and address of the only director of the corporation are as follows:

NAME	ADDRESS
Albert C. Fears, Jr.	7009 Greenbrier Drive Seminole, FL 33733

4. Adequate provision has been made for the payment of all of the liabilities and obligations of the corporation.

5. All the property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed to the shareholder in accordance with his respective rights and interest.

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

7. The corporation elected to dissolve effective on filing these articles, by unanimous written consent of its only shareholder, and such written consent, dated February 1, 1997, has been signed by the only shareholder of the corporation. The number of shareholders approving dissolution was sufficient for approval. A copy of such written consent is attached to these articles.

Dated March 6, 1997.

ALBERT C. FEARS, JR., D.D.S., P.A.

By: *Albert C. Fears, Jr.*

Albert C. Fears, Jr., President

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 6th day of March, 1997, by Albert C. Fears, Jr., who is personally known to me and who did not take an oath.

*F. Richard Hitt*

F. Richard Hitt

Notary Public

Commission No: CC 353355

My Commission Expires:



F. RICHARD HITT  
MY COMMISSION # CC353355 EXPIRES  
March 10, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

ACTIONS BY WRITTEN CONSENT OF  
SHAREHOLDER IN LIEU OF A SPECIAL MEETING

Pursuant to the authority contained in Section 607.0704 of the Florida Statutes, the undersigned, being the sole shareholder of ALBERT C. FEARS, JR., D.D.S., P.A., a Florida Corporation, does hereby take and adopt the following action in writing without a meeting:

WHEREAS, the sole stockholder, who is the sole director and office of the Corporation, has determined it to be in the best interests of the Corporation that the Corporation be dissolved, as of the date of filing of the Articles of Dissolution,

NOW, THEREFORE, BE IT RESOLVED that the following plan of liquidation be hereby approved for the assembling and marshaling of assets of the Corporation, the paying or making adequate provisions for the creditors and debtors of the Corporation, and the distribution of the remaining assets to the shareholder.

1. All liabilities and obligations of the Corporation are to be paid or discharged, or adequate provisions is to be made therefor.

2. After the provisions for, or the payment of, the known debts and liabilities of the corporation, the officers of the Corporation are to be authorized and directed to distribute the remaining assets of the Corporation to the shareholder.

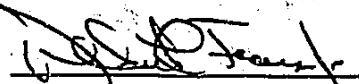
3. This distribution of the assets is to be made to the shareholder of this Corporation on the following conditions:

- (i) that on demand made by the Board of Directors, the shareholder surrender for cancellation, the certificate evidencing the ownership of capital stock of this Corporation, and
- (ii) that such distribution shall be in complete satisfaction of the rights of the shareholder as a shareholder of this Corporation.

4. The officers of the Corporation are to be authorized to do such acts and to take such steps as may be necessary or convenient to carry into effect this plan of liquidation.

RESOLVED FURTHER, that the officers of the Corporation be authorized and directed to perform all other functions and to execute and all documents as may be necessary or required in order to carry out the intents and purposes of the foregoing resolutions.

Dated: February 1, 1997.



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Albert C. Fears, Jr., Shareholder