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: NRISINGHA D. MUKHERJEE, M.D., P.A.

AUDIT NUMBER.....H97000001191

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 4

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

RECEIVED
97 JUN 22 AM 11:20
FILING OF CERTIFICATE

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TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION
OF
NRISINGHA D. MUKHERJEE, M.D., P.A.

The undersigned, constituting the President and the Secretary of NRISINGHA D. MUKHERJEE, M.D., P.A., does hereby certify and affirm that the following are true and correct:

1. The name of Corporation: NRISINGHA D. MUKHERJEE, M.D., P.A.
2. Debts, Obligations and Liabilities: All debts, obligations and liabilities of NRISINGHA D. MUKHERJEE, M.D., P.A., have been paid or discharged, or, adequate provision for same has been satisfactorily made.
3. Property and Assets: All property and assets of NRISINGHA D. MUKHERJEE, M.D., P.A., will be distributed to its stockholders, NRISINGHA D. MUKHERJEE, in accordance with his rights and interests after such assets were used to satisfy the liabilities and obligations of NRISINGHA D. MUKHERJEE, M.D., P.A.
4. Pending Action: There are no actions pending against NRISINGHA D. MUKHERJEE, M.D., P.A., in any court.
5. Stockholder Action: Attached hereto is the Certified Copy of Minutes of Special Meeting of Sole Stockholder and Sole Director of NRISINGHA D. MUKHERJEE, M.D., P.A., to dissolve the corporation. A total of 1,000 shares out of 1,000 shares voted for the dissolution.
6. Effective Date: These Articles of Dissolution were approved on the 21st day of January, 1997. These Articles of Dissolution shall be effective as of the 31st day of March/ 1997.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution on the 21st day of January, 1997.

NRISINGHA D. MUKHERJEE, M.D., P.A.

By: Nrisingha D. Mukherjee
NRISINGHA D. MUKHERJEE
President and Secretary

EFFECTIVE DATE

3-31-97

0105956.01(CAB)

Bruce H. Bokor, Esq.
Johnson, Blakely, Pope, Bokor,,
Ruppel & Burns, P.A.
911 Chestnut Street, Clearwater, FL 34616
(813) 461-1818
Florida Bar No: 0150340

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**CERTIFIED COPY OF MINUTES OF SPECIAL
MEETING OF SOLE STOCKHOLDER AND SOLE DIRECTOR OF
NRISINGHA D. MUKHERJEE, M.D., P.A.**

A Special Meeting of the sole stockholder and sole director of NRISINGHA D. MUKHERJEE, M.D., P.A., was held at the offices of the corporation on the 21st day of January, 1997, pursuant to waiver of notice thereof.

NRISINGHA D. MUKHERJEE, as the sole officer of the corporation, presided at the meeting as President and Secretary.

NRISINGHA D. MUKHERJEE, as the sole stockholder and sole director of the corporation waived notice of meeting.

The President announced that the purpose of the meeting was to discuss and act upon a proposal to liquidate and dissolve the corporation. After careful consideration, the following resolution was unanimously adopted by the sole stockholder and the sole director:

RESOLVED, that the following plan of complete liquidation of NRISINGHA D. MUKHERJEE, M.D., P.A., in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, be and is hereby adopted:

1. The officers and directors are authorized and directed to proceed promptly to wind up the corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.
2. As soon as possible, counsel for the corporation shall file Articles of Dissolution of the corporation with the Secretary of the State of Florida, and the officers of the corporation are authorized to execute all documents necessary in connection with the dissolution.
3. The corporation's assets shall be distributed to the sole stockholder of the corporation upon cancellation of the shares owned by such stockholder.

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4. The officers shall wind up the affairs of the corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if they deem such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the stockholder, and cancel his shares; take all appropriate and necessary action to dissolve the corporation under Florida law.
5. If a reserve is established for claims against the corporation, the officers shall arrange for the distribution of any unused balance of the reserve to the stockholder as soon as practicable.

There being no further business to come before the meeting, the meeting was duly adjourned.

The undersigned certifies and affirms that the aforementioned minutes properly evidence the actions taken by the sole officer and sole director of NRISINGHA D. MUKHERJEE, M.D., P.A., at a properly-held meeting.

Nrisingha D. Mukherjee
NRISINGHA D. MUKHERJEE,
President/Secretary

STATE OF Florida

COUNTY OF Duval

The foregoing instrument was acknowledged before me this 21st day of January, 1998, by NRISINGHA D. MUKHERJEE, as President and Secretary of NRISINGHA D. MUKHERJEE, M.D., P.A., a Florida corporation, on behalf of the corporation. Said individual:

[] (a) is personally known to me;

OR

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[] (b) has produced _____ (type of
identification) as Identification.


(Signature of Notary Public)

Bruce H. Bokor
(Print, Type or Stamp Commissioned
Name of Notary Public)

Date of Expiration and Number
of Commission:

0105956.01(CAB)



BRUCE H. BOKOR
MY COMMISSION # 00288343 EXPIRES
July 25, 1997
BONDED THRU THE FARM INSURANCE, INC.

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