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600158

January 18, 1999

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OF COUNSEL
Martin E. Segal, P.A.

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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-01/27/99--01025--002
*****35.00 *****35.00

Re: Kasner and Fisher Ophthalmology Associates, P.A.
Our File No. 9445-4

To whom it may concern:

I enclose herewith the following documents in regard to the dissolution of the above named corporation:

1. Articles of Dissolution for Kasner and Fisher Ophthalmology Associates, P.A. effective for December 31, 1998;
2. Check Number 2843, in the amount of \$35.00; and

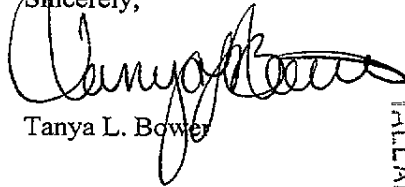
Please mark your records to reflect that the corporation has been dissolved by unanimous consent of the shareholders.

I enclosed a copy of this letter together with a copy of the Articles of Dissolution, to be date stamped and returned to my attention in the enclosed business reply envelope.

Please do not hesitate to contact me if you should have any questions regarding this matter.

Diss
2-1-99
TAS

Sincerely,



Tanya L. Bower

TLB
Enclosures

cc: David Kasner, M.D.
Jerome P. Fisher, M.D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The undersigned, as President and Secretary of Kasner and Fisher Ophthalmology Associates, P.A., a professional association organized under the Laws of the State of Florida, does hereby, for the purpose of complying with the provisions of Section 607.267, F.S., and §331 of the Internal Revenue Code, in relation to the voluntary dissolutions of corporations, make and attest these Articles and incorporate therein the resolutions of the Directors and Stockholders of Kasner and Fisher Ophthalmology Associates, P.A. for dissolution, and certify as follows:

1. The name of the corporation is Kasner and Fisher Ophthalmology Associates, P.A.

2. The names, titles and post office addresses of the officers of the Corporation are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	David Kasner, M.D.	445 Caligula Avenue, Coral Gables, Florida
Secretary	Jerome P. Fisher, M.D.	Center for Excellence in Eye Care 8940 SW 88th Street, Suite 400E Miami, Florida

3. The name and post office address of its Director is as follows:

<u>Name</u>	<u>Address</u>
David Kasner, M.D.	445 Caligula Avenue Coral Gables, Florida

Jerome P. Fisher, M.D. Center for Excellence in Eye Care
8940 SW 88th Street, Suite 400E
Miami, Florida

4. That all debts, obligations, and liabilities of the Corporation have been paid, or that adequate provision has been made therefor.

5. That the remaining assets of the Corporation have been distributed to David Kasner, M.D. and Jerome P. Fisher, M.D., the Stockholders of the Corporation.

6. That there are no actions pending against the Corporation in any Court.

7. That the Corporation elected to dissolve by unanimous vote of its Board of Directors and Consent of its Stockholder, on December 31, 1998, through the following resolutions:

RESOLVED, that the Board of Directors of the Corporation determine that it is in the best interests of the Corporation to liquidate in accordance with the provisions of Section 607.257, Florida Statutes, and Section 331 of the Internal Revenue Code of 1986, as amended from time to time; and

BE IT FURTHER RESOLVED, that a Plan of Liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions; and

BE IT FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties of the Corporation which in their judgment shall be sold or liquidated to facilitate the liquidation of the Corporation; and

BE IT FURTHER RESOLVED, that the Corporation shall cease to carry on its business by December 31, 1998, to mail notice of the proposed liquidation to all creditors of the Corporation and to pay, satisfy or discharge its obligations or make adequate provision for payment and discharge thereof; and

BE IT FURTHER RESOLVED, that the President and Secretary, acting for and on behalf of the Corporation

be, and they hereby are, authorized and directed to take such actions as may be necessary to effect the liquidation and dissolution of the Corporation, including the filing of Articles of Dissolution with the Secretary of State of Florida, and filing of the final income tax return and all other notices with the Internal Revenue Service and the Department of Revenue of the State of Florida, incident to the liquidation and dissolution of the Corporation; and

BE IT FURTHER RESOLVED, that the President of the Corporation, acting for and on behalf of the Corporation be, and he hereby is, authorized and directed to distribute all assets of the Corporation to the Stockholder thereof, in complete liquidation of the Corporation, and to execute such Bills of Sale, Assignments, checks and other instruments of conveyance in connection therewith as may be necessary; and

BE IT FURTHER RESOLVED, that the President of the Corporation, acting for and on behalf of the Corporation be, and he hereby is, authorized and directed to take all such other actions as may be necessary or appropriate to effect the liquidation and dissolution of the Corporation.

IN WITNESS WHEREOF, the President and Secretary of Kasner and Fisher Ophthalmology Associates, P.A. have executed these Articles of Dissolution, this 31st day of December, 1998, at 7350 S.W. 108th Street, South Miami, Florida.

Kasner and Fisher Ophthalmology
Associates, P.A., a Florida
Corporation

David Kasner, M.D.

David Kasner, M.D., President

(CORPORATE SEAL)

Jerome P. Fisher, M.D., Sec.

Jerome P. Fisher, M.D., Secretary

BEFORE ME, the undersigned authority, personally appeared David Kasner, who, under oath, deposes and says that David Kasner, M.D., is the President and Jerome P. Fisher, M.D., who, under oath

deposes and says that Jerome P. Fisher, M.D., is the Secretary of Kasner and Fisher Ophthalmology Associates, P.A., and that their executed the foregoing Articles of Dissolution for the purposes therein expressed as their own free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at 8940 No. Kendall Dr., Miami-Dade County, Florida, this 31 day of December, 1998.

Andree V Dick
Notary Public

My Commission Expires:

