



THE UNITED STATES
CORPORATION
COMPANY

601451

ACCOUNT NO. : 072100000032
REFERENCE : 401269 5011226
AUTHORIZATION : Patricia T. Gault
COST LIMIT : \$ 87.50

ORDER DATE : May 22, 1997

ORDER TIME : 9:14 AM

ORDER NO. : 401269-010

CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

400002187894--3

DOMESTIC FILINGS

NAME: SERROS & RAMIREZ, M.D., P.A.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

97 MAY 22 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and signature: VJ, RKF, 5/22/97

**ARTICLES OF DISSOLUTION
OF
SERROS & RAMIREZ, M.D., P.A.**

A Florida Corporation

ARTICLE I, NAME

The name of this Corporation is Serros & Ramirez, M.D., P.A.

ARTICLE II, DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on April 23, 1997.

ARTICLE III, SHAREHOLDER APPROVAL

Dissolution was approved by all of the shareholders of this Corporation and therefore the number cast for approval was unanimous and thereby sufficient within the meaning of Section 607.1403(1)(c), Florida Statutes.

ARTICLE IV, JOINT WRITTEN ACTION

A copy of the joint written action of the board of directors and shareholders of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the directors and shareholders is attached hereto.

SERROS & RAMIREZ, M.D., P.A.

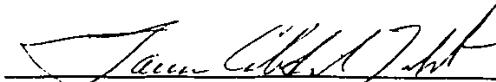
By: Robert N. Serros, M.D.
Robert N. Serros, M.D.
Director

By: Ricardo J. Ramirez
Ricardo J. Ramirez, M.D.
Director

97 MAY 22 PM 1:06
RECEIVED
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23 day of
APRIL, 1997, by Robert N. Serros, M.D., as Director of Serros & Ramirez,
M.D., P.A., a Florida corporation, on behalf of the corporation.

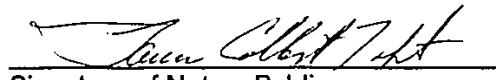

Signature of Notary Public

LAURA COLBERT TAFT
(Print Notary Name)
My Commission Expires: _____
Commission No.: _____ LAURA COLBERT TAFT
MY COMMISSION # CC382392 EXPIRES
July 4, 1998
BONDED THRU TRULY FAIR INSURANCE, INC.
☒ Personally known, or
☐ Produced Identification
Type of Identification Produced: _____

AFFIX NOTARY STAMP

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23 day of
APRIL, 1997, by Ricardo J. Ramirez, M.D., as Director of Serros & Ramirez,
M.D., P.A., a Florida corporation, on behalf of the corporation.


Signature of Notary Public

LAURA COLBERT TAFT
(Print Notary Name)
My Commission Expires: _____
Commission No.: _____ LAURA COLBERT TAFT
MY COMMISSION # CC382392 EXPIRES
July 4, 1998
BONDED THRU TRULY FAIR INSURANCE, INC.
☒ Personally known, or
☐ Produced Identification
Type of Identification Produced: _____


AFFIX NOTARY STAMP

SSIMS\SERROS\DISSOLUT.ART

C E R T I F I C A T E

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of Serros & Ramirez, M.D.,P.A., a Florida professional service corporation (hereinafter referred to as the "Corporation"), and the keeper of the records and the corporate seal of said Corporation; that the attached is a true and correct copy of the resolutions and Plan of Complete Liquidation and Dissolution as adopted by the Board of Directors and Shareholders of the Corporation by joint written action dated the 23 day of APRIL, 1997.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary, and have caused the corporate seal of said Corporation to be hereto affixed this 23 day of APRIL, 1997.


Secretary

(CORPORATE SEAL)

**JOINT WRITTEN ACTION
OF THE SHAREHOLDERS AND BOARD OF DIRECTORS OF
SERROS & RAMIREZ, M.D., P.A.
APPROVING PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION**

The undersigned, being all of the members of the Board of Directors, and representing all of the outstanding stock of Serros & Ramirez, M.D., P.A., a Florida professional service corporation (hereinafter referred to as the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0821 and 607.0704, Florida Statutes:

WHEREAS, the directors of the Corporation have recommended dissolution to the shareholders of the Corporation;

WHEREAS, the shareholders of the Corporation have determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and be it

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 607.1402 and 607.1403, Florida Statutes.

FURTHER RESOLVED, that the directors of the Corporation are hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. Serros & Ramirez, M.D., P.A., a Florida professional service corporation (hereinafter referred to as the "Corporation"), has issued and outstanding five thousand (5,000) shares of common stock having a par value of \$1.00 per share. The Corporation will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section 607.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete liquidation, within the meaning of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended, less any assets retained to meet claims, beginning on April 23, 1997, the effective date of the complete liquidation and dissolution of the Corporation.

2. The directors of the Corporation are authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.

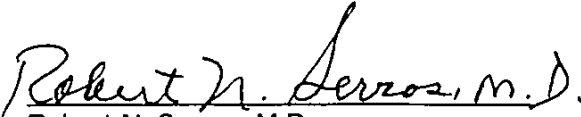
3. The directors of the Corporation are authorized to distribute all the assets of the Corporation in cash or in kind in one distribution or a series of distributions in complete liquidation in full payment in exchange for the stock of the shareholders, retaining such assets as are necessary to meet claims or liabilities of the Corporation.


4. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, together with a certified copy of this resolution.

5. The directors of the Corporation are authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

6. The directors of the Corporation are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The directors, officers and agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

The undersigned hereby approve and adopt the foregoing written action this 23 day of April, 1997.


Robert N. Serros, M.D.
Director


Ricardo J. Ramirez, M.D.
Director

SSIMS\SERROS\WRITACT.BOD