

602376

LAW OFFICES

CHARLES L. RUFFNER, P.A.

SUITE 507

COURVOISIER CENTRE II
601 BRICKELL KEY DRIVE
MIAMI, FLORIDA 33131-2623
PHONE: (305) 358-4655
FAX: (305) 358-4658

CHARLES L. RUFFNER, ESQ.:
BOARD CERTIFIED IN TAXATION,
CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING

PLEASE REF. TO
OUR FILE NO.

September 28, 2000

CERTIFIED MAIL RETURN RECEIPT
REQUESTED NO. Z 456 572 013

Secretary of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

700003414487--6
-10/05/00--01034--002
*****43.75 *****43.75..

Re: Stanley J. Cannon, M.D., P.A.

Gentlemen:

Enclosed herewith are the following documents in connection with
the dissolution of the above captioned corporation:

- 1, Articles of Dissolution with a copy of the Plan of Complete
Liquidation and Dissolution attached (original plus one copy).
2. Our firm's check in the amount of \$43.75 as follows:

Articles of the Dissolution filing fee:	\$35.00
Certified copy of Articles of Dissolution:	<u>8.75</u>
TOTAL:	\$43.75

Please file the original Articles of Dissolution, certify the
enclosed copy and mail back to us this certified copy of the
Articles of Dissolution.

Thank you for your cooperation.,

Sincerely yours,

CHARLES L. RUFFNER

CLR/mr
Enclosures
cc: Stanley J. Cannon, M.D.

FILED
00 OCT -4 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS OCT 9 2000

ARTICLES OF DISSOLUTION
FOR
STANLEY J. CANNON, M.D., P.A.

FILED
00 OCT -4 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, STANLEY J CANNON, M.D., being both President and Secretary of STANLEY J. CANNON, M.D., P.A., a Florida professional corporation, do hereby state the following pursuant to Sec. 607.1403 of the Florida Statutes.

A. The name of the Corporation is STANLEY J. CANNON, M.D., P.A., Charter No. 602376.

B. The name and address of the sole officer of the corporation are:

STANLEY J. CANNON, M.D., President and Secretary
6480 SW. 131st Street
Miami, Florida 33176

C. The name and address of the sole director and sole shareholder of the corporation is:

STANLEY J. CANNON, M.D.
6480 SW. 131st Street
Miami, Florida 33176

D. All of the debts, obligations and liabilities of the Corporation have been either paid or discharged, or adequate provisions have been made therefor.

E. All the remaining property and assets of the Corporation will be distributed to its sole shareholder.

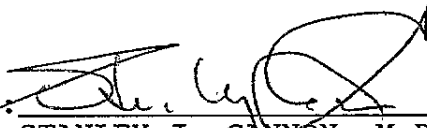
F. There are no actions pending against the corporation in any court.

G. The corporation elected to dissolve at a joint meeting of stockholders and directors held on September 25, 2000, which election was unanimously passed by 100% of the stockholders and

directors, pursuant to a Plan of Complete Liquidation and Dissolution, a copy of which is attached hereto and incorporated as part of this document.

IN WITNESS WHEREOF, I have made and executed this statement in duplicate, this 25th day of September, 2000, at Miami-Dade County, Florida.


STANLEY J. CANNON, M.D., P.A.

By: 
STANLEY J. CANNON, M.D.,
President and Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, personally appeared STANLEY J. CANNON, M.D., to me well known and known to me to be the person described in and who executed the foregoing ARTICLE OF DISSOLUTION, and acknowledged before me that he executed said instrument as President and Secretary of STANLEY J. CANNON, M.D., P.A., a Florida corporation, and acknowledged to and before me that he executed said instrument for the purposes herein expressed.

WITNESS my hand and official seal this 25 day of September, 2000.

NOTARY PUBLIC	OFFICIAL NOTARY SEAL
Sign: 	YVONNE ORTIZ
Print: <u>Yvonne Ortiz</u>	NOTARY PUBLIC STATE OF FLORIDA
State of Florida at Large	COMMISSION NO CC623258
Commission (Serial) No: <u>CC623258</u>	MY COMMISSION EXP. FEB. 19, 2001
My Commission Expires: <u>2-19-01</u>	

CANNON-ARTICLES OF DISSOLUTION

FID 6550-790-31226 . 6-3-87
6-26-05

STANLEY J. CANNON, M.D., P.A.

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
(ORDINARY LIQUIDATION, I.R.C. SEC. 331)**

1. STANLEY J. CANNON, M.D., P.A., A Florida professional corporation, hereinafter called the Company, has issued and outstanding three hundred (300) shares of common stock. The Company will cease the active conduct of its business and wind up its affairs and, within the meaning of Section 331 of the Internal Revenue Code of 1986, as amended, will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims, beginning on the date of the adoption of this Plan of Complete Liquidation and Dissolution and ending on December 31, 2000.

2. The directors may, from time to time, authorize one or more distributions of property of the Company, in cash or in kind, in a series of distributions in complete liquidation, retaining such assets as they may deem necessary to meet claims or liabilities of the Company.

3. Beginning on the date of the adoption of this Plan, such of the assets of the Company which, in the opinion of its directors need no longer be retained to meet claims or liabilities, shall be distributed to the sole shareholder of the Company's capital stock.

4. Each of the foregoing distributions in complete liquidation shall be in exchange solely for, and in complete redemption and cancellation of, and in payment for, all of the outstanding capital stock of the Company, and the stockholder shall, if the directors so determine, surrender his certificate for such shares for recording thereon receipt of distributions prior to the final distribution, and shall surrender such certificates for cancellation upon receipt of the final distribution herein authorized.

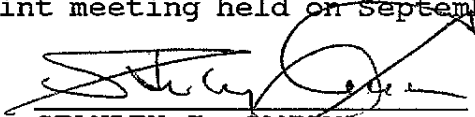
5. The officers and directors of the Company shall commence the voluntary dissolution of the Company under Section 607.1403 of the laws of the State of Florida at such time, after the date of adoption of this Plan, as they may deem appropriate.

6. The officers and directors of the Company are authorized, empowered, and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including Articles of Dissolution of the Company pursuant to Section 607.1403 of the laws of the State of Florida to effect a formal dissolution of the Company and information returns on Treasury Department Forms 966, 1096, and 1099L, together with all income tax returns and the information required by the applicable regulations.

7. The officers and directors of the Company 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. They shall be held harmless by the Company for any action under this Plan taken in good faith, and any expense or liability so incurred by them shall be that of the Company.
8. It is intended that the Plan of Complete Liquidation and Dissolution shall be a Plan of complete liquidation within the terms of Section 331 of the Internal Revenue Code of 1986. This Plan shall be deemed to authorize such action as, in the opinion of counsel for the Company, may be necessary to conform with provisions of such Section 331.

CERTIFICATION

I, STANLEY J. CANNON, Secretary of STANLEY J. CANNON, M.D., P.A., a Florida corporation, hereby certify that the above is a true and correct copy of the Plan of Complete Liquidation and Dissolution which was duly adopted by the shareholder and director of the corporation at a special joint meeting held on September 25, 2000.


STANLEY J. CANNON,
Secretary

FOL 6550-790.31-226 6-3-87
6-26-05

Acknowledged

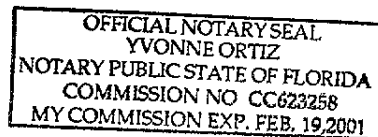
Sword to and subscribed
before me this 25th day
of September, 2000.

NOTARY PUBLIC

Sign: Y. Ortiz

Print: Yvonne Ortiz

State of Florida at Large
Commission (Serial) No: CC623258
My Commission Expires: 2-19-01



CANNON-ARTICLES OF DISSOLUTION