

603556

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300069908053

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 APR 10 PM 1:40

PS 4/17/06  
DIST OF ASSETS



**WEBSTER, CHAIRES  
& PARTNERS, P.L.**

TRADITIONAL LEGAL SERVICES  
COMMON SENSE APPROACH

ATTORNEYS AND BUSINESS CONSULTANTS  
FLORIDA CIVIL LAW NOTARIES

**GREGORY A. CHAIRES, ESQ.**  
BOARD CERTIFIED IN HEALTH LAW

DIRECT NUMBER: (407) 691-0504  
E-mail: [gchaires@wplawyers.com](mailto:gchaires@wplawyers.com)

April 5, 2006

**VIA OVERNIGHT MAIL**  
**PERSONAL AND CONFIDENTIAL**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Plan of Liquidation Florida Diagnostic Imaging Associates, P.A.  
Document Number 603556

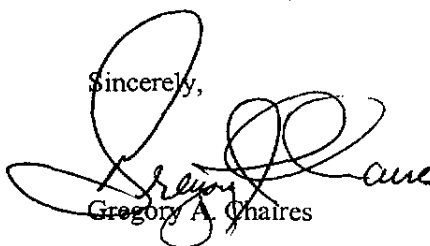
Dear Sir or Madam:

The enclosed Plan of Liquidation and fee are submitted for filing. A check in the amount of \$52.50 is enclosed for the filing and certified copy fee. Please return all correspondence concerning this matter, including two (2) certified copies of the plan, to the following:

Mr. Gregory A. Chaires, Esq.  
Webster, Chaires & Partners, P.L.  
P.O. Box 2310  
Winter Park, FL 32790-2310

For further information concerning this matter please call me at (407) 691-0500. If I am unavailable, you may also speak with Ms. Jennifer Hammond, Esq.

Sincerely,



Gregory A. Chaires

Enclosures

cc: Alan Frost, M.D.  
Kenneth Gersten, M.D.  
Paul Goldberg, M.D.  
Larry Hurst, M.D.

**AGREEMENT AND PLAN OF LIQUIDATION  
OF  
FLORIDA DIAGNOSTIC IMAGING ASSOCIATES, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 APR 10 PM 1:40

This **AGREEMENT AND PLAN OF LIQUIDATION** of Florida Diagnostic Imaging Associates, P.A.. is made effective as of the 31<sup>st</sup> of <sup>March</sup> ~~January~~, 2006 between Alan Frost, M.D., Paul Goldberg, M.D., Kenneth Gersten, M.D., Larry Hurst, M.D. (referred to as "Shareholders") and Florida Diagnostic Imaging Associates, P.A., a Florida corporation ("Corporation").

**WHEREAS**, Shareholders own 100% of the issued and outstanding capital stock of Corporation; and

**WHEREAS**, Shareholders wish to approve and authorize the complete liquidation and dissolution of Corporation in accordance with the Florida Business Corporation Act and Section 331 of the Internal Revenue Code of 1986, as amended, and Corporation shall distribute its assets in liquidation and dissolve as herein provided.

**NOW THEREFORE**, the parties hereto agree as follows:

1. The officers of Corporation shall proceed to effect the liquidation of Corporation promptly, which liquidation shall be completed as soon as possible after the first distribution made hereunder, and to otherwise wind up the Corporation's affairs. The officers of Corporation are authorized to pay or provide for the payment of all of its liabilities, provide reserves for any contingent expenses or obligations which they deem appropriate, and the remaining assets of the Corporation shall be paid or distributed to the Shareholders on a pro rata basis, as determined by the number of shares held by each shareholder. Upon doing so, all shares of the Corporation shall be terminated and void.

2. The President of this Corporation is authorized and directed to execute and deliver and to affix the corporate seal to, and to attest, all on behalf of Corporation, any instruments as may be required or desirable in order to effect the distribution of Corporation's assets.


3. At such time as the complete liquidation of Corporation shall have been effected as provided in this Agreement and Plan of Liquidation, the President of Corporation shall proceed to dissolve Corporation in the manner provided by law.

4. Within thirty (30) days following the adoption of this Agreement and Plan of Liquidation by the Shareholders, the officers of the Corporation shall file Form 966 with the Internal Revenue Service as required by law.

5. Upon completion of the liquidation of the Corporation, and within the time prescribed by law, the officers of the Corporation shall file all necessary reports and tax returns required under all applicable federal and state law.

6. The officers of the Corporation are empowered, authorized and directed to carry out the provisions of this Agreement and Plan of Liquidation, and to take such actions as they deem necessary or desirable and to execute such agreements as are necessary or desirable to achieve the liquidation and dissolution of the Corporation in accordance with the interests of the Shareholder in entering into this Agreement and Plan of Liquidation.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed by their duly authorized representative on this 31<sup>st</sup> day of ~~January~~<sup>March</sup>, 2006.

  
Alan Frost, M.D., Shareholder

\_\_\_\_\_  
Paul Goldberg, M.D., Shareholder

\_\_\_\_\_  
Kenneth Gersten, M.D., Shareholder

\_\_\_\_\_  
Larry Hurst, M.D., Shareholder

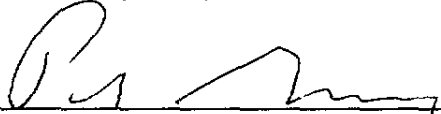
Florida Diagnostic Imaging Associates, P.A.,  
a Florida professional corporation


By:   
Alan Frost, President

6. The officers of the Corporation are empowered, authorized and directed to carry out the provisions of this Agreement and Plan of Liquidation, and to take such actions as they deem necessary or desirable and to execute such agreements as are necessary or desirable to achieve the liquidation and dissolution of the Corporation in accordance with the interests of the Shareholder in entering into this Agreement and Plan of Liquidation.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed by their duly authorized representative on this 31<sup>st</sup> day of ~~March~~ January, 2006.

\_\_\_\_\_  
Alan Frost, M.D., Shareholder

  
\_\_\_\_\_  
Paul Goldberg, M.D., Shareholder

  
\_\_\_\_\_  
Kenneth Gersten, M.D., Shareholder

\_\_\_\_\_  
Larry Hurst, M.D., Shareholder

Florida Diagnostic Imaging Associates, P.A.,  
a Florida professional corporation

By: \_\_\_\_\_  
Alan Frost, President

6. The officers of the Corporation are empowered, authorized and directed to carry out the provisions of this Agreement and Plan of Liquidation, and to take such actions as they deem necessary or desirable and to execute such agreements as are necessary or desirable to achieve the liquidation and dissolution of the Corporation in accordance with the interests of the Shareholder in entering into this Agreement and Plan of Liquidation.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed by their duly authorized representative on this 31<sup>st</sup> day of ~~March~~ January, 2006.

\_\_\_\_\_  
Alan Frost, M.D., Shareholder

\_\_\_\_\_  
Paul Goldberg, M.D., Shareholder

\_\_\_\_\_  
Kenneth Gersten, M.D., Shareholder

  
\_\_\_\_\_  
Larry Hurst, M.D., Shareholder

Florida Diagnostic Imaging Associates, P.A.,  
a Florida professional corporation

By: \_\_\_\_\_  
Alan Frost, President