



604576

ACCOUNT NO. : 072100000032

REFERENCE : 482924 4340059

AUTHORIZATION : Patricia Piquit

COST LIMIT : \$ 87.50

ORDER DATE : August 1, 1997

ORDER TIME : 10:37 AM

ORDER NO. : 482924-005

900002254929--0

CUSTOMER NO: 4340059

CUSTOMER: Toni Clark, Legal Assistant
Kelley Drye & Warren, LLP
2400 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131-2399

DOMESTIC FILINGS

NAME: PHILLIP FROST, M.D. &
ASSOCIATES, P.A.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

FILED
97 AUG - 1 PM 4:06
CLERK OF STATE
TALLAHASSEE, FLORIDA
97 AUG - 1 PM 4:06

8/16 Jony
Vol.
Diss
C.C.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 1, 1997

CSC
CARINA
TALLAHASSEE, FL

SUBJECT: PHILLIP FROST, M.D.; & ASSOCIATES, P.A.
Ref. Number: 604576

RESUBMIT

Please give original
submission date as file date.

We have received your document for PHILLIP FROST, M.D.; & ASSOCIATES, P.A. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

The document states that "A copy of the Written Consent to Dissolve is attached..."; this written consent must be attached or the reference to its being attached removed from the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 397A00039326

RECEIVED
97 AUG -5 AM 10:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

ARTICLES OF DISSOLUTION

OF

PHILLIP FROST, M.D., & ASSOCIATES, P.A.

FILED

97 AUG -1 PM 4:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

PHILLIP FROST, M.D., & ASSOCIATES, P.A.

2. The dissolution of the corporation was authorized on

July 30, 1997.

3. The dissolution of the corporation was approved by

written consent of the sole shareholder pursuant to Sections 607.1402(6) and 607.0704 of the Florida Statutes.

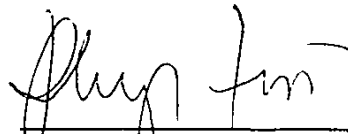
4. The effective date of the Articles of Dissolution

shall be the date of filing.

A copy of the Written Consent to Dissolve is attached and

was signed by the sole Shareholder of the Corporation on the 30th

day of July, 1997.


Phillip Frost, M.D., President

WRITTEN CONSENT
OF THE SOLE SHAREHOLDER OF
PHILLIP FROST, M.D., & ASSOCIATES, P.A.
ADOPTING PLAN OF COMPLETE LIQUIDATION

Pursuant to Section 607.0704 of the Florida Statutes, the undersigned, being the sole Shareholder of PHILLIP FROST, M.D., & ASSOCIATES, P.A., does hereby consent to the adoption of the following Plan of Liquidation and Dissolution pursuant to and in accordance with Section 331 of the Internal Revenue Code of 1986, as amended:

1. The officers are authorized and directed to proceed promptly to wind up the corporation's affairs, to collect and reduce to possession its assets, to pay or provide for its liabilities and to distribute the remaining assets, subject to all remaining liabilities, to the shareholders in proportion to the number of shares owned by them in cancellation of their shares.

2. As soon as practicable, the officers shall take all appropriate and necessary action to dissolve the corporation under Florida law.

Dated as of this 30th day of July, 1997.


Phillip Frost, M.D.

Being the sole Shareholder of the
Corporation.