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TAXATION
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ESTATE PLANNING & ADMINISTRATION

December 17, 1997

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-12/19/97--01043--002
*****35.00 *****35.00

Re: James R. Shelburne, D.O., P.A.

Dear Sir/Madam:

Enclosed for filing are the Articles of Dissolution and Certified Copy of Resolutions for the above-referenced corporation. Also enclosed is our check in the amount of \$35.00 to cover the filing fees.

I would appreciate your filing the Articles of Dissolution, date stamping and returning the enclosed to me.

Should you have any questions with regard to this matter, please do not hesitate to contact me.

Sincerely,



Christopher H. Norman

CHN:jfb

Enclosures

cc: James R. Shelburne, D.O. (w/o enclosures)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Diss.

12-29-97
CC

ARTICLES OF DISSOLUTION
OF
JAMES R. SHELBURNE, D.O., P.A.

Pursuant to the provisions of Florida Statute Section 607.1403,
these Articles of Dissolution provide that:

ARTICLE I - NAME

The name of the Corporation is JAMES R. SHELBURNE, D.O., P.A.

ARTICLE II - DATE DISSOLUTION AUTHORIZED

The Dissolution was authorized by the Corporation's Directors and
Shareholders on Dec - 11, 1997, to be effective as of December
31, 1997.

ARTICLE III - SHAREHOLDER APPROVAL

The Dissolution was approved by the Corporation's Shareholders,
which is sufficient for dissolution of the Corporation.

IN WITNESS WHEREOF these Articles of Dissolution have been
executed on behalf of the Corporation by its duly authorized officers
on this 11th day of December, 1997, to be effective for all
purposes as of December 31, 1997.

JAMES R. SHELBURNE, D.O., P.A.

By:

JAMES R. SHELBURNE, D.O., President

By:

JAMES R. SHELBURNE, D.O., Secretary

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SECRETARY OF CORPORATION
DIVISION OF CORPORATION
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CERTIFIED COPY OF RESOLUTIONS OF

JAMES R. SHELBURNE, D.O., P.A.

I HEREBY CERTIFY that the following resolutions were unanimously adopted at the Special Meetings of the Shareholders and the Board of Directors of JAMES R. SHELBURNE, D.O., P.A. ("the Corporation") held on the 11TH day of December, 1997.

RESOLVED, that on or before December 31, 1997, the Corporation shall be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and

RESOLVED FURTHER, that in accordance with such plan of complete liquidation, the officers, directors and corporate counsel are hereby authorized and directed to see that the following steps are undertaken:

1. That within thirty (30) days after the date of the meeting at which the Shareholders adopt the plan of liquidation, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia together with a certified copy of this Resolution.
2. That after the plan of liquidation is adopted the Corporation shall make distributions to its Shareholders pursuant to such plan.
3. That the Corporation shall proceed as far as possible to collect all accounts and notes receivable and to settle any claims against it.

4. That thereafter, as soon as practicable, the Corporation, by its duly authorized officers and directors, shall distribute all assets subject to any unpaid liabilities, to its Shareholders in redemption and cancellation of all the outstanding capital stock of the Corporation.


5. That the proper officers of the Corporation shall file a Certificate of Dissolution pursuant to Florida Statute Section 607.1403 with the Florida Secretary of State, Division of Corporations.

6. That the proper officers and the Corporation's counsel shall 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 corporate assets.

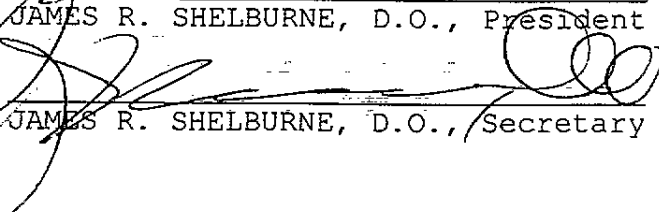
7. That the officers and directors of the Corporation are empowered, authorized, and directed to carry out the provisions of this Resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the express intent of the Shareholders under the plan adopted.

JAMES R. SHELBURNE, D.O., P.A.

By:


JAMES R. SHELBURNE, D.O., President

By:


JAMES R. SHELBURNE, D.O., Secretary