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April 7, 1997

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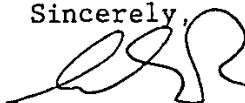
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed are Articles of Dissolution for Cohn & Phillips,
M.D., P.A., along with check in the amount of \$87.50 for the
filing fee and a certified copy of the Dissolution.

Thank you.

Sincerely,



Gene S. Rosen

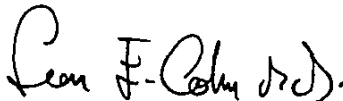
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97 APR -9 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VOIDS
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CONSENT

The undersigned, being the sole shareholder of COHN & PHILLIPS, M.D., P.A., pursuant to Florida Statutes, §607.0704, hereby directs that the corporation, COHN & PHILLIPS, M.D., P.A., be dissolved, pursuant to Florida Statutes, §607.1402 (6). Such dissolution shall be effective upon the filing of the Articles of Dissolution with the Department of State, pursuant to Florida Statutes, §607.1403 (2).



LEON F. COHN, M.D.

DATED: April 7, 1997

FIRST: The name of the corporation is: COHN & PHILLIPS, M.D., P.A.

SECOND: The date dissolution was authorized: April 7, 1997

X Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

(The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve)

The number of votes cast for dissolution was sufficient for approval
_____ (voting group).

Signed this 7th day of April, 1997

COHN & PHILLIPS, M.D., P.A.

(Corporation Name)

By

(Chairman or Vice-Chairman of the Board, President, or other officer)

LEON F. COHN, M.D.

(Typed or printed name)

President

(Title)

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97 APR -9 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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