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Refer to File No.
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November 24, 1998

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

RE: Verkauf & Bernhisel, M.D.'s, P.A.;
Articles of Dissolution

Gentlemen:

EFFECTIVE DATE
12-31-98

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-12/01/98--01015--022
*****35.00 *****35.00

On behalf of the above-referenced corporation, enclosed please find two original Articles of Dissolution and our check in the amount of \$35.00, representing the filing fee. Please return the Acknowledgment copy of the Articles to the undersigned.

If you have any questions or require further information, please contact me.

Very truly yours,

Sue Thomas
Sue Thomas
Paralegal to
Holger D. Gleim

ST/lpb

Encs.

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLL

DEC 7 1998

ARTICLES OF DISSOLUTION

OF

VERKAUF & BERNHISEL, M.D.'s, P.A.

EFFECTIVE DATE

12-31-98

FILED
98 NOV 30 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation, in accordance with the Florida Business Corporation Act, hereby adopts the following Articles of Dissolution:

ARTICLE I. The name of the corporation is: Verkauf & Bernhisel, M.D.'s, P.A.

ARTICLE II. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.

ARTICLE III. All remaining property and assets of the corporation have been distributed between its Shareholders in accordance with their respective rights and interests in cancellation of all issued and outstanding shares of stock of the Corporation.

ARTICLE IV. The corporation elected to dissolve by unanimous Written Action dated 17th Nov 1998, 1998 signed by all of the members of the Board of Directors and all of the Shareholders of the Corporation, which votes are sufficient for approval of dissolution.

ARTICLE V. The effective date of these Articles of Dissolution shall be as of the close of business on December 31, 1998.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Dissolution this 17th day of November, 1998.

VERKAUF & BERNHISEL, M.D.'s. P.A.

By:

Barry S. Verkauf
Barry S. Verkauf, President

CERTIFICATE

I HEREBY CERTIFY, that I am the duly elected and qualified Secretary of Verkauf & Bernhisel, M.D.'s, P.A. a Florida professional service corporation (the "Corporation"), and that the following is a true and correct copy of the resolutions and actions duly adopted by Written Action of the Board of Directors and Shareholders of the Corporation in accordance with the Bylaws of the Corporation and the Florida Business Corporation Act on the 17 day November, 1998; and I further certify that the resolutions and actions are still in full force and effect and have not been revoked:

RESOLVED, that the Corporation shall liquidate pursuant to the following Plan of Liquidation (the "Plan"):

- A. That within thirty (30) days of the date of this resolution adopting this Plan of Liquidation, counsel of the corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution.
- B. That the Corporation shall proceed as far as possible to collect all outstanding accounts receivable and to settle any claims against it.
- C. That as soon as practicable, the Corporation, by its duly authorized officers and directors, shall distribute all assets, subject to any unpaid liabilities including all costs of effecting and administering the Plan, to its Shareholders as to their pro rata interests in redemption and cancellation of all the outstanding capital stock of the Corporation.
- D. That the officers of the Corporation shall file Articles of Dissolution with the Florida Department of State to dissolve the Corporation effective December 31, 1998.
- E. That the proper officers 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.
- F. That the officers and directors of the Corporation are 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 expressed intent of the shareholder under the Plan adopted.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the Corporation and affix the corporate seal this 17th day of November, 1998.



Print Name: Marc A. Bernikel
Secretary

(CORPORATE SEAL)

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