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02 OCT 23 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

withdrawal

T BROWN OCT 24 2002



Innovative Clinical Solutions, Ltd.

October 18, 2002

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

Re: Dissolution of Breathco Incorporated
Dissolution of CCC Indiana Lithotripsy, Inc.
Dissolution of DDC Real Estate Corp.
Dissolution of Oncology Therapies of America, Inc.
Dissolution of PhyMatrix Management Company, Inc.
Dissolution of PhyMatrix Pulmonary Network, Inc.
Dissolution of Physicians Consultant and Management Corporation of North
Carolina
Dissolution of Urology Consultants of South Florida, Inc.

Withdrawal of PhyMatrix Corp.

Dear Sir/Madam:

Enclosed please find a Written Consent of the Stockholder and Articles of Dissolution for the above-referenced eight entities. Also, enclosed please find a Transmittal Letter and Application by Foreign Corporation for Withdrawal of Authority for PhyMatrix Corp.

I am enclosing our check in the amount of \$315, which is payment of the \$35 filing fee for the nine entities.

Please do not hesitate to contact me at 401-868-6633 if you have any questions or concerns.

Sincerely,

Laura G. Otzel
Paralegal

Enclosures

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

PhyMatrix Corp.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

10 Dorrance Street, Suite 400

(Mailing Address)

Providence, RI 02903

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Signature of the chairman or vice chairman of the board,
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

President + CEO
Title

Michael T. Heffernan

Typed or printed name

Date