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\*BARRY M. GLENN  
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\* Also admitted in Colorado

REPLY TO PALM HARBOR

February 9, 1999

**Certified Mail - Return Receipt Requested**

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: **Samir Guergawi, M.D. P.A.**

600002777296--5  
-02/16/99--01087--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

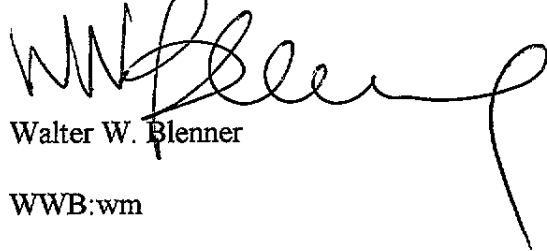
Dear Sir/Madam:

Please file the enclosed Articles of Dissolution of Samir Guergawi, M.D. P.A.. A check in the amount of \$35.00 is enclosed representing the appropriate filing fee for this service.

If you have any questions or require additional information, please do not hesitate to contact me directly. Thank you for your assistance in this regard.

Very truly yours,

**GLENN & BLENNER**



Walter W. Blenner

WWB:wm

Enclosures

*Voldie*

FILED  
99 FEB 16 PM 4:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TLB FEB 18 1999

ARTICLES OF DISSOLUTION

OF

SAMIR GUERGAWI, M.D., P.A.

FILED  
FEB 16 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of this Professional Association is SAMIR GUERGAWI, M.D., P.A., which was duly incorporated on September 1, 1982, by the State of Florida.

2. The name, title and post office address of each of the Officers of the Professional Association are as follows:

SAMIR GUERGAWI, M.D.	President/Secretary/Treasurer
3677 Embassy Circle	
Palm Harbor, FL 34685	

3. The name and post office address of each of the Directors are as follows:

SAMIR GUERGAWI, M.D.	Sole Director
3677 Embassy Circle	
Palm Harbor, FL 34685	

4. All debts, obligations and liabilities of this Professional Association have been paid or discharged.

5. All of the remaining property, cash and assets of the Professional Association have been distributed among its shareholders according to their respective rights and interests.

6. There are no actions pending against the Professional Association.

7. The Professional Association has elected to dissolve pursuant to a special meeting of its shareholders and directors. A true copy of the minutes of the special meeting of shareholders and directors, the waiver of notice, and ratification of the minutes are attached hereto and incorporated by reference as "Composite Exhibit A".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this  
31<sup>st</sup> day of December, 1998, in Pinellas County, Florida.

By: Samir Guergawi Pres.  
SAMIR GUERGAWI, President

MINUTES  
OF THE SPECIAL MEETING OF  
SHAREHOLDERS AND BOARD OF DIRECTORS OF  
SAMIR GUERGAWI, M.D., P.A.

December 31, 1998

A special meeting of the Shareholders and Board of Directors of SAMIR GUERGAWI, M.D., P.A., a Florida Professional Association, was held at 2708 Alt. 19 North, Suite 701, Palm Harbor, Florida on the 31<sup>st</sup> day of December, 1998.

The following persons were present:

SAMIR GUERGAWI, M.D.,	Director and Shareholder
WALTER W. BLENNER,	Attorney by Invitation

SAMIR GUERGAWI, M.D., was Secretary of this meeting.

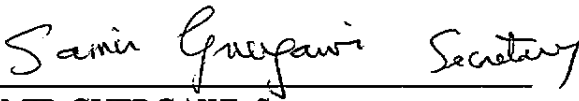
The Secretary presented the Waiver of Notice of the meeting signed by all of the Shareholders and Board of Directors, which was ordered filed with the minutes of the meeting.

Upon motion duly made and carried, it was:

RESOLVED, that the sole officer, director and shareholder, SAMIR GUERGAWI, M.D., has elected to dissolve his professional association as of today, the 31<sup>st</sup> of December, 1998. All debts, obligations and liabilities of this P.A. have been paid or distributed and all property, cash, assets and records have been distributed.

There being no further business to come before the Shareholders and the Board of Directors, the meeting was, upon motion duly made and carried, adjourned.

Dated, this 31<sup>st</sup> day of December, 1998.

  
\_\_\_\_\_  
SAMIR GUERGAWI, Secretary

(Corporate Seal)

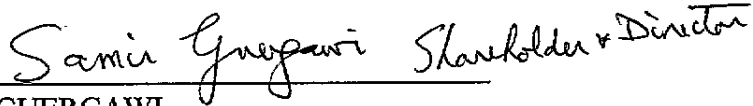
COMPOSIT EXHIBIT A

RATIFICATION  
OF SPECIAL MEETING OF  
SAMIR GUERGAWI, M.D., P.A.

December 31, 1998

WE, the undersigned, being all of the Shareholders and Directors of SAMIR GUERGAWI, M.D., P.A., a Florida professional association, do hereby ratify, approve and confirm all that has occurred at the foregoing Special Meeting, the Minutes of which we have read, and in signification of such approval, ratification, confirmation and assent to any and all acts at such meeting, do hereby sign our names and affix our seals.

DATED this 31<sup>st</sup> day of December, 1998.

  
\_\_\_\_\_  
SAMIR GUERGAWI  
Shareholder and Director

WAIVER OF NOTICE OF  
THE SPECIAL MEETING OF  
DIRECTORS AND SHAREHOLDERS OF  
SAMIR GUERGAWI, M.D., P.A.

WE, the undersigned, being all Stockholders of SAMIR GUERGAWI, M.D., P.A., a Florida professional association, do hereby waive all notice of a Special Meeting of said Corporation and do consent that on the 31<sup>st</sup> day of December, 1998, at the law offices of Glenn & Blenner, 2708 Alt. 19 North, Suite 701, Palm Harbor, Florida, as the place for holding the same, and that all such lawful business be transacted thereat as may lawfully come before the meeting.

DATED, this the 31<sup>st</sup> day of December, 1998.

Samir Guergawi      Shareholder & Director  
SAMIR GUERGAWI, M.D.  
Shareholder and Director