

G13167
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KELLY B. PLANTE, ESQUIRE

September 5, 2000

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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*****43.75 *****43.75

To Whom It May Concern:

Enclosed for filing, please find **Articles of Dissolution**, along with a check in the amount of **\$43.75** for the applicable filing fee and to obtain a **Certified copy of the Articles of Dissolution** for the following entity:

AMBULATORY SURGICAL CENTER OF CENTRAL FLORIDA, INC
Document Number: G13167

Upon receipt, please "date stamp" the photocopy of the letter attached for our records and please call Ann Cotroneo at 222-7717 when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

KBP/amc
Enclosures
GHCORP/GHR2.237
Buchanan/7575-6

D:SS.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. PAYNE SEP 5 2000



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
AMBULATORY SURGICAL CENTER OF CENTRAL FLORIDA, INC.
A Florida Corporation**

ARTICLE I. NAME

The name of this Corporation is AMBULATORY SURGICAL CENTER OF CENTRAL FLORIDA, INC.

ARTICLE II. DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on August 31, 2000.

ARTICLE III. SHAREHOLDER APPROVAL

Dissolution was approved by the sole shareholder of this Corporation and therefore the number cast for approval was unanimous and therefore sufficient within the meaning of Section 607.1403(1)(c), Florida Statutes.

ARTICLE IV. JOINT WRITTEN ACTION

A copy of the joint written action of the board of directors and shareholder of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the sole director and sole shareholder is attached hereto.

AMBULATORY SURGICAL CENTER OF
CENTRAL FLORIDA, INC

By: _____


William A. Boyles, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31st day of August, 2000, by William A. Boyles, as President of AMBULATORY SURGICAL CENTER OF CENTRAL FLORIDA, INC., a Florida corporation.

Ann Gunter
Signature of Notary Public

Ann Gunter
(Print Notary Name)

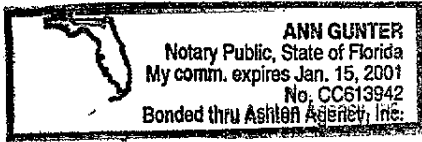
My Commission Expires: 1-15-2001

Commission No.: CC613942

- Personally known, or
 Produced Identification

Type of Identification Produced

AFFIX NOTARY STAMP



**JOINT WRITTEN ACTION
OF THE SHAREHOLDER
AND BOARD OF DIRECTORS OF
AMBULATORY SURGICAL CENTER OF CENTRAL FLORIDA, INC.**

The undersigned, being the sole member of the Board of Directors, and the sole shareholder of AMBULATORY SURGICAL CENTER OF CENTRAL FLORIDA, INC., a Florida corporation (hereinafter referred to as the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0821 and 607.0704, Florida Statutes:

WHEREAS, the director of the Corporation has recommended dissolution to the shareholder of the Corporation;

WHEREAS, the shareholder of the Corporation has determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended; and be it

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 607.1402 and 607.1403, Florida Statutes.

FURTHER RESOLVED, that the director and president of the Corporation are hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. AMBULATORY SURGICAL CENTER OF CENTRAL FLORIDA, INC., a Florida corporation (hereinafter referred to as the "Corporation"), has issued and outstanding one thousand (1,000) shares of common stock having a par value of \$1.00 per share. The Corporation will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section 607.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete liquidation, within the meaning of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended, less any assets retained to meet claims, beginning on September 1, 2000, the effective date of the complete liquidation and dissolution of the Corporation.

2. The director and president of the Corporation are authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.

3. The director and president of the Corporation are authorized to distribute all the assets of the Corporation in cash or in kind in one distribution or a series of distributions in complete liquidation in full payment in exchange for the stock of the shareholders, retaining such assets as are necessary to meet claims or liabilities of the Corporation.

4. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, 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.

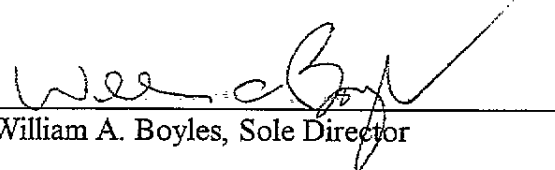
5. The director and president of the Corporation are authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

6. The director and president of the Corporation are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The directors, officers and agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

The undersigned hereby approve and adopt the foregoing written action this 31st day of August, 2000.

By: 

William A. Boyles, Personal
Representative of the Estate of
Albert C. Neumann, Deceased, Sole
Shareholder


William A. Boyles, Sole Director