

H05563

LAW OFFICES OF
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October 29, 1997

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*****35.00 *****35.00

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

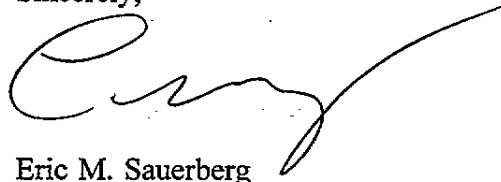
Re: Daniel A. Myerson, M.D., P.A.

Dear Sir/Madam:

Enclosed please find for filing with the Secretary of State the Articles of Dissolution in connection with the above-reference corporation. Also enclosed is an extra copy which we request you date stamp and return to us with confirmation of the corporate dissolution. We have enclosed a firm check in the amount of \$35.00 representing the filing fee.

If you have any questions or comments, please do not hesitate to call.

Sincerely,



Eric M. Sauerberg

EMS:ram
Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF DISSOLUTION
OF
DANIEL A. MYERSON, M.D., P.A.

Pursuant to §607.1403, Florida Statutes, the undersigned corporation submits the following Articles of Dissolution:

- FIRST:** The name of the corporation is DANIEL A. MYERSON, M.D., P.A.
- SECOND:** The date dissolution was authorized: July 31, 1997.
- THIRD:** Dissolution was approved by all shareholders. The number of votes cast for dissolution was sufficient for approval.

These Articles of Dissolution are effective the 31st day of July, 1997.

DANIEL A. MYERSON, M.D., P.A.

By: *Daniel A. Myerson*
DANIEL A. MYERSON, M.D., President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 31 AM 9:19

WRITTEN CONSENT
TO ACTIONS TAKEN IN WRITING WITHOUT A MEETING
BY THE SOLE SHAREHOLDER
OF
DANIEL A. MYERSON, M.D., P.A.

Effective: July 31, 1997

The undersigned, being the sole shareholder of DANIEL A. MYERSON, M.D., P.A. (hereinafter referred to as the "Company") does hereby take the following action by this written consent pursuant to the provisions of §607.0704 and §607.1402 of the Florida Statutes:

WHEREAS, the medical services of DANIEL A. MYERSON, M.D. (hereinafter referred to as "Employee") provide the primary source of revenues of the Company;

WHEREAS, Employee is suffering from a disability that prohibits him from practicing medicine;

WHEREAS, as a result of such disability, Employee will not be able to provide medical services on behalf of the Company in the future;

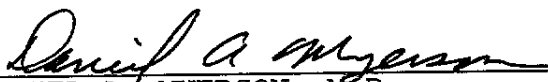
WHEREAS, the Board of Directors have determined to dissolve the Company due to Employee's disability;

WHEREAS, the Board of Directors have submitted Articles of Dissolution, attached hereto as Exhibit "A", for the sole shareholder's approval;

WHEREAS, the sole shareholder of the Company desires to approve the adoption of the Articles of Dissolution, attached hereto as Exhibit "A", effective on the date set forth above;

THEREFORE, BE IT RESOLVED, that the sole shareholder hereby approves of the adoption of the Articles of Dissolution, attached hereto as Exhibit "A", effective July 31, 1997.

IN WITNESS WHEREOF, the sole shareholder of the Company has executed this written consent effective the date set forth above.



DANIEL A. MYERSON, M.D.,
Sole Shareholder

WRITTEN CONSENT
TO ACTIONS TAKEN IN WRITING WITHOUT A MEETING
BY THE SOLE DIRECTOR
OF
DANIEL A. MYERSON, M.D., P.A.

Effective: July 31, 1997

The undersigned, being the sole director of DANIEL A. MYERSON, M.D., P.A. (hereinafter referred to as the "Company") does hereby take the following action by this written consent pursuant to the provisions of §607.0821 and §607.1402 of the Florida Statutes:

WHEREAS, the medical services of DANIEL A. MYERSON, M.D. (hereinafter referred to as "Employee") provide the primary source of revenues of the Company;

WHEREAS, Employee is suffering from a disability that prohibits him from practicing medicine;

WHEREAS, as a result of such disability, Employee will not be able to provide medical services on behalf of the Company in the future;

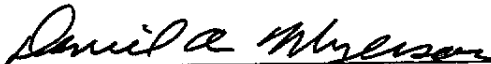
WHEREAS, the Board of Directors have determined to dissolve the Company due to Employee's disability;

WHEREAS, the sole shareholder of the Company has approved of the adoption of the Articles of Dissolution, attached hereto as Exhibit "A";

THEREFORE, BE IT RESOLVED, that the sole director of the Company hereby adopts, effective on the date set forth above, the Articles of Dissolution, attached hereto as Exhibit "A"; and

FINALLY RESOLVED, that the appropriate officers of the Company be, and they hereby are, authorized and directed to do any and all acts necessary to effectuate the dissolution and liquidation of the Company.

IN WITNESS WHEREOF, the sole director of the Company has executed this written consent effective the date set forth above.



DANIEL A. MYERSON, M.D.,
Sole Director