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DAVID L. GORMAN, ESQ.

H 30597

March 29, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500002826645--5
-04/01/99--01076--005
*****35.00 *****35.00

Re: DB&M of the Palm Beaches, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the articles of dissolution of DB&M of the Palm Beaches, Inc. and the Cancellation of Articles of Incorporation which have been signed by all of the officers, directors, and shareholders of the company. I have included this firm's check in the amount of \$35.00 which represents the filing fee.

Please file stamp the additional copy and return it to me, on behalf of the corporation, in the envelope provided herein. If you have any question, please feel free to contact me.

Sincerely yours,



Cyndi Dyson
Secretary for David L. Gorman, Esq.

/cd
Enclosures

spoke to Cyndi Dyson
4-20-99 about approval
date - 04/25
Diss
4-20-99
DAG

FILED
99 APR - 1 PM 3:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF DISSOLUTION OF D. B. & M. OF THE PALM BEACHES, INC.

W I T N E S S E T H:

WHEREAS, the Articles of Incorporation of Dialysis Associates of the Palm Beaches, Inc. were filed with the Secretary of State of the State of Florida on November 20, 1984, and

WHEREAS, the Articles of Amendment to the Articles of Incorporation of Dialysis Associates of the Palm Beaches, Inc., which changed its name to D. B. & M. of the Palm Beaches, Inc. was filed with the Secretary of State of the State of Florida on June 23, 1995, and

WHEREAS, the undersigned constitute all of the shareholders, officers, and directors, of D. B. & M. of the Palm Beaches, Inc. and

WHEREAS, the purpose for which the corporation was formed has been achieved and all of the shareholders desire to wind up the affairs of the corporation and cause it to be dissolved,

NOW, THEREFORE, the shareholders approve as follows:

1. D. B. & M. of the Palm Beaches, Inc. is hereby dissolved effective on the 31st day of December, 1998.

2. Joseph R. DiMare, Louis J. Borucki, and James P. Mullen, being all of the shareholders, officers, and directors of the corporation, are hereby authorized to wind up the affairs of the corporation and to distribute the assets as follows:

A. By first paying all debts and obligations, and
B. By paying the sum of \$7,551.31 to Joseph DiMare and Louis Borucki and \$7,551.31 to James P. Mullen.

3. The dissolution of this corporation was approved December 31, 1998.

4. By signing this document each shareholder, officer, and director, specifically consents to the dissolution and the distribution of its assets as set forth above.

5. Upon the execution of these articles the shareholders shall file a Certificate of Cancellation of the Articles of Incorporation with the Secretary of State.

FILED
99 APR - 1 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties have caused their hands and seals to be affixed

hereto on the days and years indicated.

Cyndi Dyson

Joseph DiMare
Joseph DiMare

Peggy Ferguson

Date: 2-25-99

Mary E. Bickham

Louis J. Borucki
Louis J. Borucki

Date: 3-25-99

Mary E. Bickham

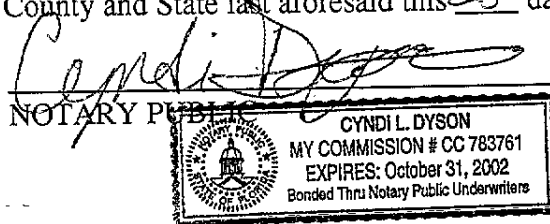
James P. Mullen
James P. Mullen

Date: 3-25-99

STATE OF Florida
COUNTY OF Palm Beach

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Joseph DiMare who is personally known to me or had produced as identification, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

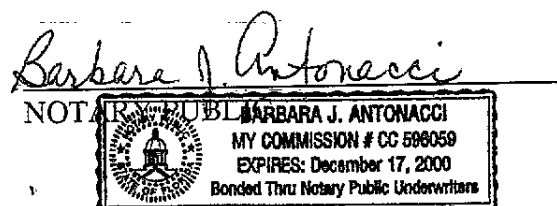
WITNESS my hand and official seal in the County and State last aforesaid this 25 day of February A.D. 1999.



STATE OF Florida
COUNTY OF Palm Beach

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Louis J. Borucki who is personally known to me or had produced as identification, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of March, 1999.

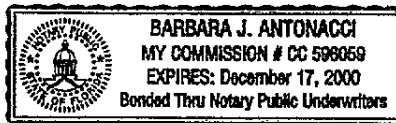


STATE OF Florida
COUNTY OF Palm Beach

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared James P. Mullen who is personally known to me or had produced _____ as identification, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of March, 1999.

Barbara J. Antonacci
NOTARY PUBLIC



CANCELLATION OF ARTICLES OF INCORPORATION
OF D. B. & M. OF THE PALM BEACHES, INC.

We, the undersigned shareholders of **D. B. & M. of the Palm Beaches, Inc.**, whose Articles of Incorporation of Dialysis Associates of the Palm Beaches, Inc. was filed on November 20, 1984 and the Amendment to the Articles of Incorporation of Dialysis Associates of the Palm Beaches, Inc., which changed the corporation name to D. B. & M. of the Palm Beaches, Inc., were filed on June 23, 1995, with the office of the Secretary of State of the State of Florida, hereby cancel that Articles of Incorporation, and any Amendments thereto.

The Articles of Incorporation and any Amendments thereto are being canceled because the corporation was dissolved effective December 31, 1998.

This cancellation shall be effective with the filing of this certificate with the Secretary of State.

The undersigned are all of the shareholders of the corporation.

Dated: _____

Joseph DiMare
Joseph DiMare

Louis J. Borucki
Louis J. Borucki

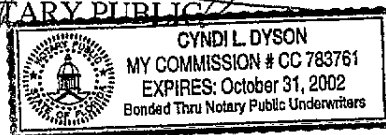
James P. Mullen
James P. Mullen

STATE OF Florida
COUNTY OF Palm Beach

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Joseph DiMare who is personally known to me or had produced _____ as identification, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of February A.D. 1999.

Cyndi L. Dyson
NOTARY PUBLIC



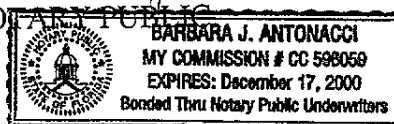
STATE OF Florida
COUNTY OF Palm Beach

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Louis J. Borucki who is personally know to me or had produced _____ as identification, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of March, 1999.

Barbara J. Antonacci

NOTARY PUBLIC



STATE OF Florida
COUNTY OF Palm Beach

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared James P. Mullen who is personally know to me or had produced _____ as identification, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of March, 1999.

Barbara J. Antonacci

NOTARY PUBLIC

