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## DISSOLUTION

PARAGON EMERGENCY PHYSICIANS, P.A.

Certificate of Status	1
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ARTICLES OF DISSOLUTION  
OF  
PARAGON EMERGENCY PHYSICIANS, P.A.

The undersigned, constituting the President and the Secretary of PARAGON EMERGENCY PHYSICIANS, P.A., does hereby certify and affirm that the following are true and correct:

1. The name of Corporation: PARAGON EMERGENCY PHYSICIANS, P.A.
2. Debts, Obligations and Liabilities: All debts, obligations and liabilities of PARAGON EMERGENCY PHYSICIANS, P.A., have been paid or discharged, or, adequate provision for same has been satisfactorily made.
3. Property and Assets: All property and assets of PARAGON EMERGENCY PHYSICIANS, P.A., will be distributed to its sole stockholder, in accordance with her rights and interests after such assets were used to satisfy the liabilities and obligations of PARAGON EMERGENCY PHYSICIANS, P.A.
4. Pending Action: There are no actions pending against PARAGON EMERGENCY PHYSICIANS, P.A., in any court.
5. Stockholder Action: Attached hereto is a certified copy of the minutes of the sole stockholder and sole director of PARAGON EMERGENCY PHYSICIANS, P.A., to dissolve the Corporation. A total of One Hundred (100) shares out of One Hundred (100) shares voted for the dissolution.
6. Effective Date: These Articles of Dissolution were approved on the 15 day of March, 1999, and shall be effective as of the date of filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 15 day of March, 1999.

PARAGON EMERGENCY PHYSICIANS, P.A.,  
a Florida professional association

By: 

JOHN W. DODSON,  
President and Secretary

Prepared by:

Bruce H. Bokor, Esquire  
Johnson, Blakely, Pope,  
Bokor, Ruppel & Burns, P.A.  
911 Chestnut Street  
Clearwater, FL 33756  
Bar No. 0150340  
(727) 461-1818

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CERTIFIED COPY OF MINUTES OF SPECIAL  
MEETING OF SOLE STOCKHOLDER AND SOLE DIRECTOR  
OF  
PARAGON EMERGENCY PHYSICIANS, P.A.

A Special Meeting of the sole stockholder and sole director of PARAGON EMERGENCY PHYSICIANS, P.A. (the "Corporation"), was held at the offices of the Corporation on the 15 day of March, 1999, pursuant to waiver of notice thereof.

JOHN W. DODSON, as the sole officer of the Corporation, presided at the meeting as President and Secretary.

JOHN W. DODSON, as the sole stockholder and sole director of the Corporation waived notice of meeting.

The President announced that the purpose of the meeting was to discuss and act upon a proposal to liquidate and dissolve the Corporation. After careful consideration, the following resolution was unanimously adopted by the sole stockholder and sole director:

RESOLVED, that the following plan of complete liquidation of PARAGON EMERGENCY PHYSICIANS, P.A., in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, be and is hereby adopted:

1. The officers and directors are authorized and directed to proceed promptly to wind up the Corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.
2. As soon as possible, counsel for the Corporation shall file an Articles of Dissolution of the Corporation with the Secretary of the State of Florida, and the officers of the Corporation are authorized to execute all documents necessary in connection with the dissolution.
3. The Corporation's assets shall be distributed to the sole stockholder of the Corporation upon cancellation of the shares owned by such stockholder.
4. The officers shall wind up the affairs of the Corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known

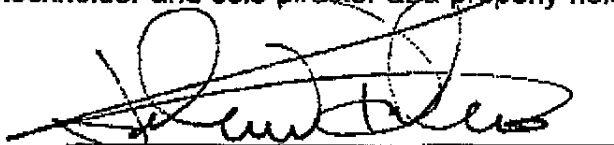
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liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if they deem such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the stockholder, and cancel his shares; take all appropriate and necessary action to dissolve the Corporation under Florida law.

5. If a reserve is established for claims against the Corporation, the officers shall arrange for the distribution of any unused balance of the reserve to the stockholders as soon as practicable.

There being no further business to come before the meeting, the meeting was duly adjourned.

The undersigned certifies and affirms that the aforementioned minutes properly evidence the actions taken by the sole stockholder and sole director at a properly-held meeting.

  
JOHN W. DODSON,  
President/Secretary

STATE OF FLORIDA     )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of March, 1999 by JOHN W. DODSON, as President and Secretary of PARAGON EMERGENCY PHYSICIANS, P.A., a Florida corporation, on behalf of the Corporation.

Said individual: ☐ (a) is personally known to me; or ☒ (b) has produced Florida Driver's License (type of identification) as identification.

  
(Signature of Notary Public)

Marilyn A. Salzman  
(Print, Type or Stamp Commissioned  
Name of Notary Public)

Date of Expiration and Number  
of Commission:

#172356 v1

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Marilyn A. Salzman  
MY COMMISSION # CC704564 EXPIRES  
April 24, 2002  
BONDED THRU TROY FARM INSURANCE, INC.