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April 16, 1998

State of Florida  
Department of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, Florida 32314

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-04/20/98--01122--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

EFFECTIVE DATE

5-1-98

Re: Articles of Dissolution of Hickory Associates, Inc.

Dear Sirs:

Enclosed please find an original and one copy of Articles of Dissolution for "Hickory Associates, Inc." Also enclosed is our firm's check in the amount of \$35.00 to cover the filing fees.

Kindly file the original Articles of Dissolution in your offices and return the copy to us.

Thank you for your attention to this matter. If you should have any questions, I would be pleased to hear from you.

Yours very truly,

*Karen*

Karen K. Barlow

/cd  
Enclosures

*Voldis*  
FILED  
98 APR 20 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TLL APR 21 1998

**ARTICLES OF DISSOLUTION**

**OF**

**HICKORY ASSOCIATES, INC.**

**EFFECTIVE DATE**

5-1-98

**FILED**  
**98 APR 20 AM 9:59**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned President and Secretary of HICKORY ASSOCIATES, INC., a Florida corporation, hereby file the following Articles of Dissolution for such corporation:

**ARTICLE I - NAME**

The name of the corporation is HICKORY ASSOCIATES, INC.

**ARTICLE II - OFFICERS**

The name and address of the officers of the corporation are as follows:

President/Treasurer	Pablo Enriquez 1341 S Hickory Street Melbourne, FL 32901
Secretary	Carl T. Smedberg 1601 Airport Boulevard Unit 1 Melbourne, FL 32901

**ARTICLE III - DIRECTORS**

The name and address of the Directors of the corporation are as follows:

President/Treasurer	Pablo Enriquez 1341 S Hickory Street Melbourne, FL 32901
Secretary	Carl T. Smedberg 1601 Airport Boulevard Unit 1 Melbourne, FL 32901

**ARTICLE IV - LIABILITIES AND OBLIGATIONS**

All liabilities and obligations of the corporation have been paid or discharged.

**ARTICLE V - PROPERTY AND ASSETS**

All remaining property and assets of the corporation have been distributed to its Shareholders in accordance with their rights and interests.

**ARTICLE VI - PENDING LEGAL ACTIONS**

There are no legal actions pending against the corporation in any court.

**ARTICLE VII - RESOLUTION TO DISSOLVE**

The corporation has elected to dissolve by act of the corporation by the unanimous consent of the Shareholders and Directors, PABLO ENRIQUEZ and CARL T. SMEDBERG, who have given their written consents to voluntary dissolution of the corporation. A copy of the said consent to voluntary dissolution is attached to these articles as Exhibit "A."

**ARTICLE VIII - EFFECTIVE DATE**

These articles of dissolution shall be effective on May 1, 1998.

IN WITNESS WHEREOF, the undersigned officers and directors of HICKORY ASSOCIATES, INC., have executed these Articles of Dissolution this 14<sup>th</sup> day of April, 1998.

Pablo Enriquez  
Pablo Enriquez, President

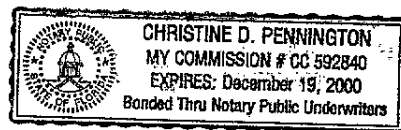
Carl T. Smedberg, mcs  
Carl T. Smedberg, Secretary

STATE OF FLORIDA           )  
COUNTY OF BREVARD       )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments, personally appeared PABLO ENRIQUEZ and CARL T. SMEDBERG, well known to me to be the President and Secretary, respectively, of HICKORY ASSOCIATES, INC., and that they acknowledged executing the same freely and voluntarily under authority duly vested in them by said corporation. They are personally known to me and did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 14<sup>th</sup> day of April, 1998.

Christine D. Pennington  
Notary Public, State of Florida  
Printed Name: \_\_\_\_\_  
Commission No: \_\_\_\_\_



**HICKORY ASSOCIATES, INC.**

**CONSENT TO ACTION BY SHAREHOLDERS AND DIRECTORS**

**WITHOUT A MEETING**

As provided by Sections 607.0704 and 607.0821, Florida Statutes, the undersigned, who presently constitute all of the Shareholders and all of the Directors of HICKORY ASSOCIATES, INC., hereby consent to the following actions of by Shareholders and actions of Board of Directors without a meeting:

1. The following resolution is hereby approved by all of the Shareholders and Directors in order to accomplish a proposal to liquidate and dissolve the corporation:

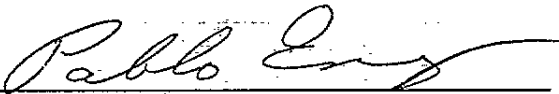
RESOLVED, that the following plan of liquidation, is hereby adopted pursuant to Section 331 of the Internal Revenue Code of 1954:\_\_\_

- I. No later than May 1, 1998, Counsel for the Corporation shall file Form 966 with the Director, Internal Revenue Service Center, attaching thereto a certified copy of the Resolution, indicating that the Shareholders and Directors have adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1954.
- II. The Corporation, acting through its duly authorized officers, proceed to liquidate the assets of the Corporation and distribute such assets, except those retained to meet certain liabilities to the Shareholders as an incident to the plan of complete liquidation adopted by the Shareholders and Directors pursuant to Section 331 of the Internal Revenue Code of 1954.
- III. As soon as practical thereafter, Counsel for the Corporation shall file Articles of Dissolution for the Corporation in accordance with Section 607.1402 and 607.1403, Florida Statutes.
- IV. The Officers and Directors are hereby empowered, authorized and directed to proceed in accordance with this Resolution and to adopt any subsequent resolutions as may be necessary to effectuate the intent of the Shareholders and Directors to liquidate the Corporation in accordance with the plan of liquidation adopted pursuant to Section 331 of the Internal Revenue Code of 1954.

2. Pursuant to and in accordance with the foregoing Resolution, the following Resolution is also adopted by the Shareholders and Directors:

RESOLVED, that the Agreement for Sale and Purchase of Business Assets by and among HICKORY ASSOCIATES, INC. as Seller, SPACE COAST PATHOLOGISTS, P.A. as Buyer, Pablo Enriquez, M.D. and Carl T. Smedberg, M.D. is hereby unanimously approved by the Shareholders and Directors; and Pablo Enriquez, as President of the Corporation and Carl T. Smedberg, as Secretary of the Corporation are hereby empowered, authorized and directed to execute the said agreement on behalf of the Corporation, and are further empowered, authorized and directed to take such steps as may be necessary to cause the Corporation to comply with all of the provisions of the said agreement.

Dated the 23rd day of October, 1997.



Pablo Enriquez, M.D.  
Shareholder and Director



Carl T. Smedberg, M.D.  
Shareholder and Director