

Dec. 10, 1999 11:20AM

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DIVISION OF CORPORATIONS

DISSOLUTION

LODEWYK A.S. LEMMER, M.B, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

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12-31-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 10 PM 1:09

FILED

ARTICLES OF DISSOLUTION OF LODEWYK A.S. LEMMER, M.B., P.A.

The undersigned, Lodewyk A.S. Lemmer, M.B. hereby certifies that he is the President of Lodewyk A.S. Lemmer, M.B., P.A., a Florida professional association (the "Corporation"), and further certifies that: (1) attached hereto is a correct and complete copy of the written action taken and executed, pursuant to the provisions of §607.0821 and 607.0704, Florida Statutes, by all of the Corporation's shareholders for the purpose of effecting a plan of corporate liquidation and dissolution, which written action was adopted on November 30, 1999, and has not been in any way modified, amended, rescinded or revoked and remains on the date hereof in full force and effect (the "Written Action"), and (2) each of the matters hereafter set forth is correct and complete:

1. The legal name of the Corporation is Lodewyk A.S. Lemmer, M.B., P.A.
2. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision for the payment or discharge thereof has been made.
3. Either all remaining properties and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests or no property remains for distribution to the shareholders after applying it to the payment of the liabilities and obligations of the Corporation.
4. There are no actions pending against the Corporation in any court or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending action.
5. Shareholders holding shares with voting power sufficient to approve the Corporations' liquidation and dissolution have executed the Written Action.
6. The effective date of these Articles of Dissolution shall be December 31, 1999.

WHEREFORE, the undersigned requests the Secretary of State, upon being satisfied that all statutory requirements have been complied with, to file these Articles of Dissolution, effective as of December 31, 1999, in accordance with the provisions of the Florida Business Corporation Act.

DATED: November 30th, 1999



Lodewyk A.S. Lemmer, M.B.

Prepared by & return to:
Mindy L. Carreja, Esq.
220 S. Franklin Street, Tampa, FL 33602
(813) 224-9255
Fla. Bar# 90824

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STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 30 day of NOV, 1999, before me, the undersigned authority, personally appeared Lodewyk A. S. Lemmer, M.B., to me known and identified to me as the President of Lodewyk A.S. Lemmer, M.B., P.A., a Florida professional association, and the person who executed the foregoing Articles of Dissolution, who acknowledged to me that he executed the same on behalf of the Corporation by the power and authority duly vested in him, freely and voluntarily, for the uses and purposes therein stated, and that each of the matters therein set forth are, to the best of his respective belief, correct and complete.

WITNESS my hand and official seal this 30 day of NOV, 1999.



Kimberly P Phillips
My Commission CC628390
Expires March 11, 2001

Kimberly P. Phillips
Notary Public

Print Name: Kimberly P. Phillips

My Commission Expires: 3/11/2001

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**WRITTEN ACTION OF THE DIRECTORS AND SHAREHOLDERS
OF LODEWYK A.S. LEMMER, M.B., P.A.**

The undersigned, constituting all of the Directors of Lodewyk A. S. Lemmer, M.B., P.A., a Florida professional association (the "Corporation"), as well as the legal and beneficial owners of all of the shares of capital stock issued by that Corporation and presently outstanding, hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0704, Florida Statutes:

WHEREAS, the Directors and Shareholders of the Corporation deem it advisable to liquidate the Corporation pursuant to applicable Florida law, it is therefore resolved as follows:

1. The Corporation shall immediately cease the active conduct of its business and shall cause notice thereof to be mailed to each known creditor of, and claimant against, the Corporation. It shall then proceed to collect its assets; convey and dispose of such of its properties as are not to be distributed in kind to its Shareholders; discharge its liabilities and obligations or make adequate provision for discharge thereof; and do all other acts required to liquidate its business and affairs. The Corporation shall then distribute the remainder of its assets, if any, either in cash or in kind, among its Shareholders according to their respective rights and interests, which assets shall be received by the Shareholders incident to this plan of complete liquidation and in consideration of the surrender and cancellation of all issued and outstanding shares of capital stock of the Corporation owned by each.

2. As soon as all liabilities and obligations of the Corporation have been discharged, or adequate provision has been made therefore (such as, for example, by an agreement among the Shareholders to accept assets of the Corporation subject to any of its liabilities), and all of the remaining properties and assets of the Corporation have been distributed to its Shareholders according to their respective rights and interests, Articles of Dissolution shall be prepared, executed and delivered in accordance with the provisions of Sections 607.1402 and .1403, Florida Statutes. The effective date of the Articles of Dissolution shall be December 31, 1999.

3. Each of the officers of the Corporation are authorized and directed, in the name and on behalf of the Corporation and under its seal or otherwise, to execute and deliver all such documentation necessary to effect such liquidation and dissolution and to take all such further action as such officer, in his or her discretion, may consider necessary or appropriate in order to effect the full intent and purpose of this resolution to liquidate the Corporation in accordance with applicable law.

DATED: November 30, 1999


Lodewyk A.S. Lemmer, M.D., sole
Shareholder and Director

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CERTIFICATE

The undersigned, Lodewyk A.S. Lemmer, M.B. hereby certifies that he is the President of Lodewyk A.S. Lemmer, M.B., a Florida professional association (the "Corporation"), and further certifies that attached hereto is a correct and complete copy of the joint written action taken by all of the directors and the shareholders of the Corporation pursuant to which there was adopted a certain preamble and resolution approving a plan of liquidation of the Corporation; which written action has not been in any way modified, amended, rescinded or revoked and remains on the date hereof in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this 30th day of November, 1999.


Lodewyk A.S. Lemmer, M.B.

(CORPORATE SEAL)

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