

K10573

December 15, 1997

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

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-12/29/97--01120--005
*****35.00 *****35.00

Re: Articles of Voluntary Dissolution of
Robert Clodfelter, Jr., M.D., P.A.

Dear Sir or Madame:

Enclosed please find the original and one copy of Articles of Voluntary Dissolution, together with a Written Consent of the Stockholders of Robert Clodfelter, Jr., M.D., P.A., to voluntarily dissolve said corporation. If these meet with your approval, please file the originals and return a certified copy of the Articles of Voluntary Dissolution of Corporation to me. My check in the amount of \$35.00 is enclosed for your fees.

Should you have any questions or require further information, please let us know.

Sincerely,

Robert Clodfelter, Jr.

Robert Clodfelter, Jr.
18 Wing Shell Lane
Hiltonhead Island, SC 29926

Enclosures

EFFECTIVE DATE
12-31-97

FILED
97 DEC 29 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vol. Diss.

Joe
1/7

EFFECTIVE DATE

12-31-97

ARTICLES OF VOLUNTARY DISSOLUTION
OF

ROBERT CLODFELTER, JR., M.D., P.A.

FILED
97 DEC 29 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of Robert Clodfelter, Jr., M.D., P.A., do hereby for the purpose of complying with the Florida Statutes, Section 607.1403, in relation to the voluntary dissolution of corporations, make and attest these Articles of Voluntary Dissolution and attach hereto the Written Consent of the Stockholders and certify the following:

Article I - Name

The name of the corporation is ROBERT CLODFELTER, JR., M.D., P.A.

Article II - Date of Authorization of Dissolution

The shareholders authorized the dissolution of the corporation at a meeting held December 15, 1997.

Article III - Effective Date

The dissolution of the corporation is to be effective as of the stroke of midnight, December 31, 1997.

Article IV - Shareholder Approval

The dissolution was approved by unanimous vote of the stockholders owning all of the issued and outstanding stock of the corporation.

IN WITNESS WHEREOF, the foregoing Articles of Dissolution have been executed by the corporation by its President and Secretary/Treasurer this 18th day of December, 1997.

Robert Clodfelter Jr MD

(Seal)
ROBERT CLODFELTER, JR., M.D.
President, Secretary/Treasurer

STATE OF SOUTH CAROLINA
COUNTY OF Beaufort

The foregoing instrument was acknowledged before me this
19th day of December, 1997 by Robert Clodfelter,
Jr., President and Secretary/Treasurer of Robert Clodfelter, Jr.,
M.D., P.A., who is personally known to me and who did not take an
oath.

Stacie A. Miller

Name:

Notary Public


My commission expires: Aug 29, 2004

MINUTES OF STOCKHOLDERS AND BOARD OF DIRECTORS
MEETING OF ROBERT CLODFELTER, JR., M.D., P.A.
ADOPTION OF PLAN OF LIQUIDATION

On this 15th day of December, 1997, at the hour of 2:00 p.m., at 18 Wing Shell Lane, Hiltonhead Island, South Carolina, a special meeting of the stockholders was held, which was attended by the corporation's stockholder and the corporation's director, Robert Clodfelter, Jr.

The company desiring to liquidate was advised by its tax consultants to effect a liquidation and that it was necessary for the directors and stockholders to adopt a plan of liquidation which would comply with the Florida Statutory requirements.

It being the desire of all of the stockholders that the corporation should be liquidated and dissolved, a plan of liquidation was proposed and adopted whereby the assets of the corporation are to be distributed in cash or in kind to the shareholders, pro rata. Further, the effective date of the dissolution shall be the stroke of midnight, December, 31, 1997. The resolution was then adopted by unanimous vote of the stockholders and Directors of Robert Clodfelter, Jr.



Robert Clodfelter, Jr.
Secretary

WRITTEN CONSENT OF STOCKHOLDERS OF
ROBERT CLODFELTER, JR., M.D., P.A.
TO VOLUNTARILY DISSOLVE

The undersigned, holders and owners of record of all issued and outstanding shares of stock of ROBERT CLODFELTER, JR., M.D., P.A., a Corporation duly organized under the laws of the State of Florida, and entitled to vote on the dissolution thereof, do hereby adopt the Plan of Liquidation and Dissolution of the Corporation proposed by the Board of Directors and consent that the said Corporation be dissolved effective at midnight December 31, 1997, and do hereby consent in writing.

Robert Clodfelter Jr (SEAL)
Robert Clodfelter, Jr.

STATE OF SOUTH CAROLINA
COUNTY OF Beaufort

Robert Clodfelter, Jr., being duly sworn deposes and says that he is the President of Robert Clodfelter, Jr., M.D., P.A., that the foregoing written consent of the stockholders of Robert Clodfelter, Jr., M.D., P.A., a Florida Corporation, consenting to the dissolution forthwith of said Corporation was so executed by the persons executing the same on the 19th day of December, 1997, that the total number of shares issued and outstanding of said Corporation is standing on the books of the corporation in the name of Robert Clodfelter, Jr., M.D., P.A., the consenting stockholder, and no other persons own any stock in said Corporation.

Robert Clodfelter Jr (SEAL)
Robert Clodfelter, Jr., President

Sworn to and subscribed before me this 19th day of December, 1997.

Sharon A. Miller
Name:

Notary Public

My Commission Expires: Aug 29, 2004