

To: +1 (850) 205-0380
Subject:

From: Patricia Radlock

Wednesday, December 20, 2006 7:28 PM Page: 1 of 10

K73029

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

**DISSOLUTION OR WITHDRAWAL
SURGICAL CENTER OF CENTRAL FLORIDA, INC.**

Certificate of Status	0
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Page Count	03 10
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SECRETARY OF STATE
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Wednesday, December 20, 2006 7:28 PM Page: 2 of 10

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December 18, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SURGICAL CENTER OF CENTRAL FLORIDA, INC.
H. FREDERICK KEIBER
3601 S. HIGHLANDS AVENUE
SEBRING, FL 33870

SUBJECT: SURGICAL CENTER OF CENTRAL FLORIDA, INC.
REF: K73029

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please list Diana D. Carr's title (such as president, vice president, secretary etc).

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

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Wednesday, December 20, 2006 7:28 PM Page: 7 of 10

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit B

Articles of Dissolution

[See attached.]

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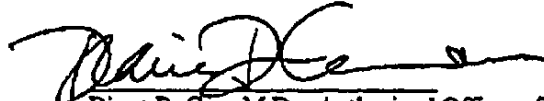
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
SURGICAL CENTER OF CENTRAL FLORIDA, INC.**

Surgical Center of Central Florida, Inc., a Florida corporation ("Corporation"), for the purpose of dissolving, pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, as amended ("Act"), hereby executes the following Articles of Dissolution:

- FIRST:** The name of the Corporation as currently filed with the Florida Department of State is Surgical Center of Central Florida, Inc.
- SECOND:** The document number of the Corporation is Document No. K73029.
- THIRD:** Pursuant to written consent, effective December 6, 2006, the shareholders approved of dissolving the Corporation. The number of shareholders consenting to dissolution was sufficient for approval.
- FOURTH:** Adequate provision has been made for the payment and discharge of all liabilities and obligations of the Corporation, pursuant to a plan of complete liquidation, dissolution and distribution of assets.
- FIFTH:** Diana D. Carr, M.D., an Authorized Officer of the Corporation, is authorized and directed to file these Articles of Dissolution and Plan with the Florida Department of State in order to effectuate these Articles of Dissolution.
- SIXTH:** The effective date of these Articles of Dissolution is the date that these Articles of Dissolutions are filed with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be executed in its name by an Authorized Officer on this 6 day of December, 2006.


Diana D. Carr, M.D., Authorized Officer of
Surgical Center of Central Florida, Inc.

To: +1 (850) 205-0380
Subject:

From: Patricia Tadlock

Wednesday, December 20, 2006 7:28 PM Page: 9 of 10

H06000297044 3

Exhibit A
Plan of Dissolution

[See attached.]

H06000297044 3

H06000297044 3

**PLAN OF COMPLETE LIQUIDATION, DISSOLUTION AND
DISTRIBUTION OF ASSETS**

1. Surgical Center of Central Florida, Inc., a Florida corporation ("**Corporation**"), shall be completely liquidated and dissolved pursuant to the Florida Business Corporation Act, as amended ("**Act**").

2. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor.

3. Any assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

4. After payment of, or making provisions for, all liabilities of the Corporation and after compliance with Section 3 of this Plan, as set forth above, all of the remaining property and assets of the Corporation, if any, of whatsoever kind and character and wherever located, shall be distributed to its shareholders. This distribution may occur all at once or in a series of payments and may be made in cash or in kind and in such manner and at such times as the officers of this Corporation shall in their absolute discretion determine.

5. The liquidation and dissolution of the Corporation pursuant to the Plan shall be completed on or before December 31, 2006.

6. Diana D. Carr, M.D, as an Authorized Officer of the Corporation or any other individual duly authorized by the Corporation shall file with the Florida Department of State, as soon as practicable, Articles of Dissolution pursuant to the Act, along with any other forms required by state or federal law.

OFFICER'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Plan of Complete Liquidation, Dissolution and Distribution of Assets of which has been duly adopted by the shareholders of the Corporation, is in compliance with the requirements of the Act.

IN WITNESS WHEREOF, the undersigned, duly elected and acting Authorized Officer of the Corporation, has signed this Certificate of the Corporation effective as of December 6, 2006.


Diana D. Carr, M.D., Authorized Officer

H06000297044 3

**CONSENT OF SHAREHOLDERS
OF
SURGICAL CENTER OF CENTRAL FLORIDA, INC.**

December 6, 2006

The undersigned shareholders of Surgical Center of Central Florida, Inc., a Florida corporation ("**Corporation**"), pursuant to the applicable provisions of the Florida statutes, hereby consent to and approve the following resolutions and each and every action implicated thereby:

1. Dissolution of the Corporation.

WHEREAS, as of this point in time, the Corporation has no known liabilities and no assets other than those certain membership interests of NovaMed Surgery Center of Sebring, Inc. ("**New LLC**"); and

WHEREAS, the undersigned shareholders have determined that it is in the best interest of the Corporation to dissolve the Corporation and distribute those certain membership interests of the New LLC to the shareholders of the Corporation; be it

RESOLVED, that the Plan of Dissolution of the Corporation, the form of which is attached hereto as **Exhibit A ("Plan")** and the Articles of Dissolution of the Corporation, the form of which is attached hereto as **Exhibit B ("Articles")**, which upon the approval of the undersigned shareholders and the filing of the Articles will cause the dissolution of the Corporation and those certain membership interests of the New LLC to be distributed to the shareholders of the Corporation, in the form submitted to, and reviewed by, each of the undersigned shareholders be, and it hereby is approved;

RESOLVED FURTHER, that Diana D. Carr, M.D. is hereby elected as an Authorized Officer of the Corporation, to execute on behalf of the Corporation the Plan and Articles once approved by the undersigned shareholders; and

RESOLVED FURTHER, that the Plan and Articles be, and hereby are, approved by the undersigned shareholders, and that Diana D. Carr, M.D., as an Authorized Officer of the Corporation, be, and he hereby is, authorized, directed, and empowered to execute the Plan and Articles and file the Articles with the Secretary of State of the State of Florida.

To: +1 (850) 205-0380
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Wednesday, December 20, 2006 7:28 PM Page: 4 of 10

H06000297044 3

2. General.

RESOLVED, that the officers of the Corporation, including Diana D. Carr, M.D., as an Authorized Officer of the Corporation, are hereby severally authorized (a) to sign, execute, certify to, verify, acknowledge, deliver, accept, file, and record any and all instruments and documents, and (b) to take, or cause to be taken, any and all such action, in the name and on behalf of the Corporation, as (in such officer's judgment) shall be necessary, desirable or appropriate in order to effect the purposes of the foregoing resolutions; and

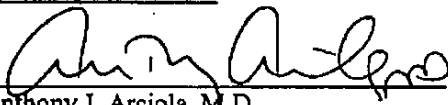
FURTHER RESOLVED, that any and all actions taken by the officers of the Corporation prior to the date this Consent is actually executed in effecting the purposes of the foregoing resolutions are hereby ratified, approved, confirmed, and adopted in all respects.

[Signatures follow on next page.]

H06000297044 3

IN WITNESS WHEREOF, the undersigned shareholders of the Corporation have executed this Consent, effective as of the date written above, in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument, as of the date first above written.

SHAREHOLDERS:



Anthony J. Arciola, M.D.

Roy Cavalcant, M.D.

Diana D. Carr, M.D.

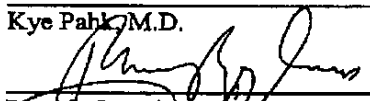
H. Frederick Keiber, M.D.

Robert Massam, M.D.



Vernon Morris, M.D.

Kye Pakk, M.D.



Placido Roquiz, M.D.



Jose Ruiz, M.D.

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IN WITNESS WHEREOF, the undersigned shareholders of the Corporation have executed this Consent, effective as of the date written above, in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument, as of the date first above written.

SHAREHOLDERS:

Anthony J. Arciola, M.D.

Roy Cavalonni, M.D.

Diana D. Carr, M.D.

H. Frederick Keiber, M.D.

Robert Massam, M.D.

Vernon Morris, M.D.

Kye Pakk, M.D.

Placido Roquiz, M.D.

Jose Ruiz, M.D.