

Joseph L. Diaz
Attorney at Law

K78230
March 31, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****43.75 *****43.75

Re: Professional Administrators & Managers, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Dissolution of the referenced corporation, together with my check in the amount of \$43.75 representing your filing fee. If you have any questions, please do not hesitate to contact me.

Very truly yours,

Joseph L. Diaz
JOSEPH L. DIAZ

JLD:pls
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF DISSOLUTION PURSUANT TO SECTION
607.1403 OF THE FLORIDA BUSINESS CORPORATION ACT
OF
PROFESSIONAL ADMINISTRATORS AND MANAGERS, INC**

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

We, the undersigned President and Secretary of **PROFESSIONAL ADMINISTRATORS AND MANAGERS, INC.**, a corporation organized under the laws of the State of Florida, do hereby, for the purposes of complying with the provisions of Section 607.1403 of the Florida Business Corporations Act, in relation with the voluntary dissolution of corporations, make and attest these Articles of Dissolution, and certify as follows:

1. The name of the corporation is **PROFESSIONAL ADMINISTRATORS AND MANAGERS, INC.**
2. The Certificate of Incorporation of said Corporation was filed in the office of the Secretary of the State of Florida, on the 31st day of March, 1989.
3. The said Corporation elects to dissolve.
4. The names and post offices addresses of its Directors are as follows:

John F. Madiedo, Jr.
2003 W. Kennedy Blvd.
Tampa, FL 33606

Debra S. Madiedo
2003 W. Kennedy Blvd.
Tampa, FL 33606

5. The names, titles and post office addresses of the officers of the Corporation are

John F. Madiedo, Jr. - President
2003 W. Kennedy Blvd.
Tampa, FL 33606

Debra S. Madiedo - Secretary/Treasurer
2003 W. Kennedy Blvd.
Tampa, FL 33603

6. That the Board of Directors of said Corporation, at a meeting duly held and called for that

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purpose at the law offices of Joseph L. Diaz, Esquire, 2522 West Kennedy Boulevard, Tampa, Florida 33609, notice of which said Meeting was duly waived by each and all of the Directors, as appears in the writing annexed and forming a part of the Minutes of said Meeting of said Directors, did, by the unanimous vote of the whole Board, adopt the following resolutions:

RESOLVED, that, subject to the approval of the sole Shareholder of the Corporation, and effective with the date of such approval, a plan of complete liquidation and dissolution of **PROFESSIONAL ADMINISTRATORS AND MANAGERS, INC.** be, and it hereby is, adopted to effect such a sale of assets and thereon to liquidate and dissolve the Corporation in accordance with the resolutions set out below.

RESOLVED, that the Directors, Officers and Counsel for the Corporation be authorized and directed to take the following steps to effect complete liquidation and dissolution of the Corporation as soon as reasonably practical, under the provisions of the Internal Revenue Code of 1954.

- 1) Within thirty (30) days after the date of the Meeting at which the Shareholders adopted the plan of liquidation, Counsel for the Corporation shall file Form 966 with the District Director of the Internal Revenue, Jacksonville, Florida, together with a certified copy of the Resolution.
 - (2) Immediately after adoption of the plan, officers of the Corporation shall proceed insofar as possible to collect all notes and accounts payable, and accrued expense accounts, including taxes, and to arrange for payment prior to distribution of assets.
 - (3) Thereafter, the Corporation, by its duly authorized officers and directors, shall distribute all assets, subject to any unpaid liabilities, to the Shareholders in redemption and cancellation of all the outstanding capital stock of the Corporation, using their discretion as to how the assets and liabilities will be apportioned among the Shareholders, but in no event shall they distribute to any Shareholder net assets of a lesser value than is due him on a pro-rata basis.
 - (4) The proper officers of the Corporation shall file the necessary papers and certified copy of this Resolution in accordance with Chapter 607 of the Florida Business Corporation Act, with the Secretary of the State of Florida.
 - (5) The proper officers and Corporation Counsel shall file all other forms and documents required by the State of Florida, and the Federal Government, including tax returns, as soon as possible after distribution of the corporate assets.
 - (6) After distribution of the assets in redemption and cancellation of the capital stock of the corporation, DEBRA S. MADIEDO shall be Trustee in Liquidation for the Corporation to the extent necessary to wind up all corporate affairs.
 - (7) The officers and directors of the Corporation are empowered, authorized and directed to carry out the provisions of this Resolution and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the Shareholders under the plan adopted.
7. Adequate provision has been made for the payment of all of the liabilities and obligations

of the Corporation.

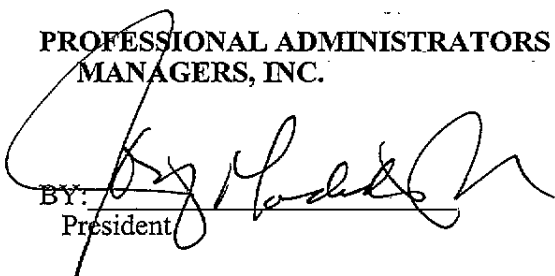
8. All of the property and assets of the Corporation remaining after the payment of all debts, obligations and liabilities of the Corporation will be distributed among its Shareholders in accordance with their respective interest in the Corporation.

9. There are no actions pending against the Corporation in any Court.

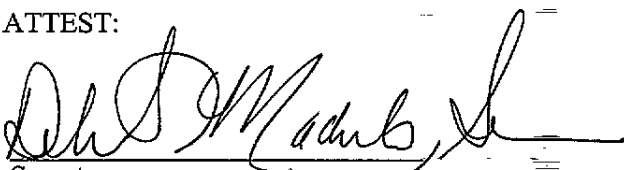
10. The Corporation elected to dissolve by unanimous written consent of all of its shareholders, and such written consent has been signed by all of the shareholders of the Corporation. A copy of the written consent is attached to these Articles.

IN WITNESS WHEREOF, We have made and executed these Articles of Dissolution of **PROFESSIONAL ADMINISTRATORS AND MANAGERS, INC.**, this 30th day of March, 1999, at Tampa, Florida.

PROFESSIONAL ADMINISTRATORS AND MANAGERS, INC.

BY: 
President

ATTEST:


Secretary

(CORPORATE SEAL)

The foregoing instrument was acknowledged before me this 30th day of March, 1999, by JOHN F. MADIEDO, JR and DEBRA S. MADIEDO, as President and Secretary, respectively of PROFESSIONAL ADMINISTRATORS AND MANAGERS, INC., a Florida corporation, on behalf of the Corporation.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission expires:

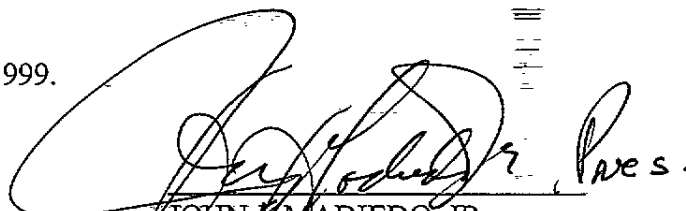


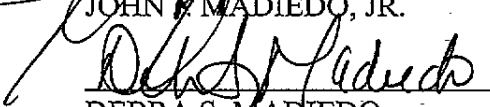
"OFFICIAL SEAL"
Joseph L. Diaz
My Commission Expires 06/02/00
Commission #CC 557973

**CALL AND WAIVER OF A COMBINED SPECIAL MEETING
OF THE DIRECTOR AND STOCKHOLDER
OF
PROFESSIONAL ADMINISTRATORS AND MANAGERS, INC.**

We, the undersigned, being all of the Directors and Stockholders of **PROFESSIONAL ADMINISTRATORS AND MANAGERS, INC**, do hereby call a combined special meeting of the Board of Directors and Stockholders of said corporation to be held at the offices of Joseph L. Diaz, Esquire, 2522 West Kennedy Boulevard, Tampa, Florida, 33609, on March 30, 1999 for the purpose of considering and voting upon the adoption of a plan of complete liquidation and all matters incidental thereto, and for the transaction of any other business which may come before the meeting, and we do hereby waive all statutory charter and by-law requirements with respect to notice and call of this meeting, and we do hereby consent to the transaction of any and all business to come before said meeting.

Dated this 30 day of March, 1999.



JOHN F. MADIEDO, JR.


DEBRA S. MADIEDO


**CONSENT TO ARTICLES OF DISSOLUTION
OF
PROFESSIONAL ADMINISTRATORS AND MANAGERS, INC.**

We, the undersigned, being all of the directors, shareholders and officers of **PROFESSIONAL ADMINISTRATORS AND MANAGERS, INC.**, manifest our intention, through this written statement, that Articles of Dissolution of the above-named corporation be filed with the Secretary of State for the State of Florida.

DATED this 30 day of March, 1999.



JOHN F. MADIEDO, JR.
Stockholder/Director/President



DEBRA S. MADIEDO
Stockholder, Director/Secretary/Treasurer

**MINUTES OF A COMBINED SPECIAL MEETING
OF THE BOARD OF DIRECTORS AND STOCKHOLDERS
OF
PROFESSIONAL ADMINISTRATORS AND MANAGERS, INC.**

A combined special meeting of the Board of Directors and Stockholders of the above-named corporation was held at the offices of Joseph L. Diaz, Esquire, 2522 West Kennedy Boulevard, Tampa, Florida, 33609, on the 30th day of March, 1999.

JOHN F. MADIEDO, JR. and **DEBRA S. MADIEDO**, President and Secretary, respectively, of the corporation, presided at the meeting and acted as secretary of the meeting.

Upon roll call of directors and stockholders by the Secretary, the following were found to be present:

JOHN F. MADIEDO, JR.

DEBRA S. MADIEDO

The Chairman then stated that prior to the meeting, the directors and stockholders had signed a written waiver of notice and call thereof, and consent to the transaction of any and all business to come before the meeting. Upon motion duly made, seconded and unanimously carried, the Secretary of the meeting was directed to attach said waiver and consent to the minutes of the instant meeting.

The Chairman then stated that, as all present knew, the instant meeting had been called to consider and vote upon the adoption of a plan of complete liquidation and all matters incidental thereto, and for the transaction of any and all other business which may come before the meeting.

The Chairman then stated that if a plan of complete liquidation and dissolution was to be adopted, it would be necessary for the Directors and Stockholders to approve said liquidation and dissolution.

After a thorough discussion of the above, upon motion duly made, seconded and unanimously carried, the following resolutions were adopted by the Board of Directors:

RESOLVED, that, subject to the approval of the shareholders of the Corporation, and effective with the date of such approval, a plan of complete liquidation and dissolution of **PROFESSIONAL ADMINISTRATORS AND MANAGERS, INC.** be, and it hereby is, adopted to effect such a sale of assets and thereon to liquidate and dissolve the Corporation in accordance with the resolutions set out below.

RESOLVED, that the Directors, Officers and Counsel for the Corporation be authorized and directed to take the following steps to effect complete liquidation and dissolution of the Corporation as soon as reasonably practical, under the provisions of the Internal Revenue Code of 1954.

- 1) Within thirty (30) days after the date of the Meeting at which the Shareholders

adopted the plan of liquidation, Counsel for the Corporation shall file Form 966 with the District Director of the Internal Revenue, Jacksonville, Florida, together with a certified copy of the Resolution.

(2) Immediately after adoption of the plan, officers of the Corporation shall proceed insofar as possible to collect all notes and accounts payable, and accrued expense accounts, including taxes, and to arrange for payment prior to distribution of assets.

(3) Thereafter, the Corporation, by its duly authorized officers and directors, shall distribute all assets, subject to any unpaid liabilities, to the Shareholders in redemption and cancellation of all the outstanding capital stock of the Corporation, using their discretion as to how the assets and liabilities will be apportioned among the Shareholders, but in no event shall they distribute to any Shareholder net assets of a lesser value than is due him on a pro-rata basis.

(4) The proper officers of the Corporation shall file the necessary papers and certified copy of this Resolution in accordance with Chapter 607 of the Florida Business Corporation Act, with the Secretary of the State of Florida.

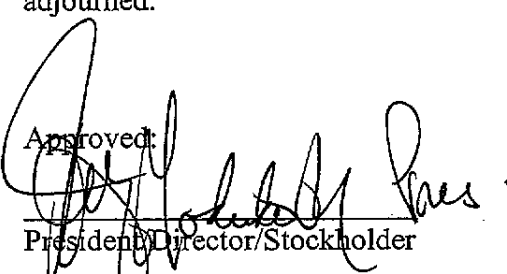
(5) The proper officers and Corporation Counsel shall file all other forms and documents required by the State of Florida, and the Federal Government, including tax returns, as soon as possible after distribution of the corporate assets.

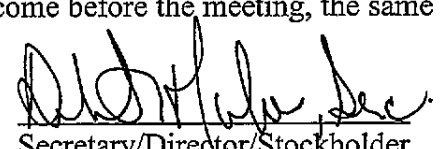
(6) After distribution of the assets in redemption and cancellation of the capital stock of the corporation, DEBRA S. MADIEDO shall be Trustee in Liquidation for the Corporation to the extent necessary to wind up all corporate affairs.

(7) The officers and directors of the Corporation are empowered, authorized and directed to carry out the provisions of this Resolution and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the Shareholders under the plan adopted.

After a thorough discussion of the above, upon motion duly made, seconded and unanimously carried, the resolutions adopted by the Board of Directors in respect to the liquidation and dissolution of the Corporation were unanimously approved and adopted by the Stockholders.

There being no further business to come before the meeting, the same was declared to be adjourned.

Approved: 
President/Director/Stockholder


Secretary/Director/Stockholder