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1381359

March 18, 1997

Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

1000021207011-03
-03/21/97-010005-023
*****35.00 *****35.00

Re: Articles of Dissolution - Suncoast Neurosurgical Center, Inc.

Dear Sir:

Enclosed is an original and duplicate copy of the Articles of Dissolution for the above corporation, together with minutes approving the same.

Please endorse your approval of the Articles on the duplicate copy and return it to the attention of the undersigned.

A check in the amount of \$35.00 is enclosed to cover the cost of same.

If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

Very truly yours,

THORNTON, TORRENCE
& GONZALES, P.A.

Alfred W. Torrence, Jr.
ALFRED W. TORRENCE, JR.

Enclosure
corporateletter.amd
5/1/95

CAJ
W. J. Torrence, Jr.
5/1/97

ARTICLES OF DISSOLUTION
OF
SUNCOAST NEUROSURGICAL CENTER, INC.

SUNCOAST NEUROSURGICAL CENTER, INC., a Florida corporation (the "Corporation") in accordance with the Florida General Corporation Act, hereby adopts the following Articles of Dissolution:

ARTICLE I: NAME AND ADDRESS

The name and address of the Corporation is SUNCOAST NEUROSURGICAL CENTER, INC., P. O. Box 790, New Port Richey, FL 34656-0790.

ARTICLE II: OFFICERS

The names and respective addresses of the Corporation's officers are:

<u>TITLE</u>	<u>NAME AND ADDRESS</u>
President/Secretary/Treasurer	DEBRA AULD P. O. Box 326 Palm Beach, FL 33480

ARTICLE III: DIRECTORS

The names and respective addresses of the Corporation's Directors are:

<u>NAME</u>	<u>ADDRESS</u>
DEBRA AULD	P. O. Box 326 Palm Beach, FL 33480

ARTICLE IV: LIABILITIES

All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provisions have been made therefor.

ARTICLE V: PROPERTY

All remaining property and assets of the Corporation have been distributed among its Shareholders in accordance with their respective rights and interests.

ARTICLE VI: LITIGATION

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

ARTICLE VII: DISSOLUTION

The Corporation elected to dissolve by act of the Corporation. The following resolution was adopted by the Shareholders of the Corporation on March 8, 1997.

RESOLVED, that it is in the best interests of the Corporation that it be dissolved; and

FURTHER RESOLVED, that the officers of the Corporation shall take such acts as are necessary to comply with Florida law with regard to this dissolution.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Dissolution this 8th day of March, 1997.

SUNCOAST NEUROSURGICAL CENTER,
INC., a Florida corporation

By: Debra Auld

DEBRA AULD, as President

Attest: Debra Auld

DEBRA AULD, as Secretary

STATE OF FLORIDA

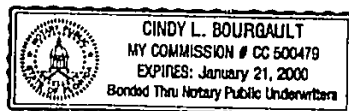
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 12th day of March, 1997, by DEBRA AULD, as President of SUNCOAST NEUROSURGICAL CENTER, INC., a Florida corporation on behalf of the Corporation. DEBRA AULD is personally known to me or has produced FL DL A430-173 SB as identification.

69-0

Cindy L. Bourgault
NOTARY PUBLIC

My Commission Expires: 1/21/00




UNANIMOUS CONSENT IN LIEU OF SPECIAL
MEETING OF SHAREHOLDERS AND DIRECTORS OF

SUNCOAST NEUROSURGICAL CENTER, INC.

This Consent shall be in lieu of a special meeting of the Shareholders and Directors of SUNCOAST NEUROSURGICAL CENTER, INC., a Florida corporation (the Corporation").

The undersigned, being all of the Shareholders and Directors of the Corporation, acting without meeting, pursuant to the Florida General Corporation Act and the Bylaws of the Corporation, do hereby consent to the dissolution of the Corporation and approve and adopt the foregoing Articles of Dissolution.

DATED: MARCH 8, 1997



DEBRA AULD