

Samuel A. Block, P.A.

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K98268

April 1, 1999

Secretary of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32301

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-04/05/99--01048--008
*****43.75 *****43.75

Re: Robert Bruce McDonald, D.D.S., P.A.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Dissolution for the above-captioned corporation, along with a copy of the Written Action of Directors and Plan of Liquidation and this firm's check, in the amount of \$43.75, to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	<u>8.75</u>
	<u>\$ 43.75</u>

Please return the certified copy of Articles of Dissolution evidencing your approval of same at your earliest convenience.

Thank you for your courtesy and cooperation in this matter.

Yours truly,

Samuel A. Block

SAMUEL A. BLOCK

SAB/pab
Enclosures

cc: Robert Bruce McDonald, D.D.S.

FILED
99 APR -5
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 10 34
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**ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403
OF THE FLORIDA BUSINESS CORPORATION ACT
OF
ROBERT BRUCE McDONALD, D.D.S., P.A.**

TO: Department of State
Tallahassee, FL 32314

Date Paid: _____

Filing Fee: _____

FILED
99 APR -5 PM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is ROBERT BRUCE McDONALD, D.D.S., P.A.
2. The names and respective addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Robert Bruce McDonald	President/Secretary/Treasurer	979 Flamevine Lane Vero Beach, FL 32963

3. The names and respective addresses of the directors of the corporation are as follows:


<u>Name</u>	<u>Address</u>
Robert Bruce McDonald	979 Flamevine Lane Vero Beach, FL 32963

4. Dissolution was authorized on June 30, 1998.
5. The number of votes cast for dissolution was sufficient for approval.
6. All liabilities and obligations of the corporation have been paid or discharged.
7. No property or assets remained to be distributed among the shareholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.
8. There are no actions pending against the corporation in any court.

9. The corporation elected to dissolve by act of the corporation, a written action by the sole shareholder on June 30, 1998. A copy of the written action is attached to these articles.

Dated: March 31, 1999

ATTEST:


ROBERT BRUCE McDONALD, D.D.S.,
Secretary


ROBERT BRUCE McDONALD, D.D.S.,
President

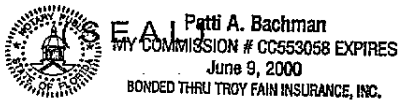
(CORPORATE SEAL)

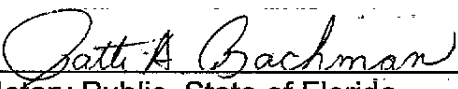
STATE OF FLORIDA

COUNTY OF INDIAN RIVER

Before me personally appeared ROBERT BRUCE McDONALD, D.D.S., who is personally known to me and/or who produced Florida Driver's License as identification, and who executed the foregoing instrument as President and Secretary, respectively, of ROBERT BRUCE McDONALD, D.D.S., P.A., a Florida corporation, and who acknowledged to and before me that he executed such instrument as President and Secretary of said Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 31st day of March, 1999.




Notary Public, State of Florida
PATTI A. BACHMAN
Printed Name of Notary
My Commission Expires:

**WRITTEN ACTION OF DIRECTOR AND SHAREHOLDER
IN LIEU OF MEETING OF
ROBERT BRUCE McDONALD, D.D.S., P.A.**

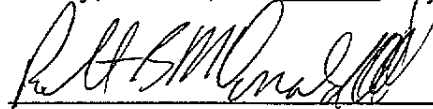
Pursuant to Florida Statutes, §§607.0821, 607.0704 and §607.1402, the undersigned, being the sole Director and Shareholder of ROBERT BRUCE McDONALD, D.D.S., P.A., a Florida corporation, hereby takes the following action in lieu of a meeting thereof and states that all statutory and bylaw requirements pertaining to the time, manner and place of same are hereby waived:

BE IT RESOLVED that ROBERT BRUCE McDONALD, D.D.S., P.A., be completely liquidated and dissolved; and

BE IT FURTHER RESOLVED that the complete liquidation and dissolution of the Corporation be effected under the Plan of Complete Liquidation and Dissolution attached hereto and incorporated herein by reference as Exhibit "A"; and

BE IT FURTHER RESOLVED that the foregoing Plan of Complete Liquidation and Dissolution is ratified, approved and adopted by the Shareholder, Officer and Director of the Corporation, and the President is authorized, empowered and directed to do any and all things on behalf of the Corporation deemed necessary and advisable to carry out the purposes and intentions of such plan.

Dated at Vero Beach, Indian River County, Florida, this 30th day of June, 1998.



ROBERT BRUCE McDONALD, D.D.S.

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF ROBERT BRUCE McDONALD, D.D.S., P.A.

This Plan of Complete Liquidation (hereinafter called the "Plan") is for the purpose of effecting the complete liquidation and dissolution of **ROBERT BRUCE McDONALD, D.D.S., P.A.** (hereinafter called the "Company"), in accordance with §607.1402, Florida Statutes, pursuant to the following steps:

1. **Plan of Liquidation.** The Company has issued one thousand (1,000) outstanding shares of common stock, with a par value of One Dollar (\$1.00) each. The Company will cease the active conduct of its business and wind up its affairs and, within the meaning of §331 of the Internal Revenue Code of 1986, will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims, within the twelve (12) month period beginning on the date of adoption of this Plan of Complete Liquidation by the Shareholder of the Corporation.

2. **Negotiation of Terms by Officer and Director.** The Officer and Director of the Company is authorized, from time to time, to negotiate and to consummate sale of all or any portion or portions of the properties of the Company, on such terms and conditions as, in his discretion, shall deem beneficial to the Company, including the assumption by the purchaser or purchasers of any or all liabilities of the Company, subject to any requisite approval or other action by the Shareholder of the Company.

3. **Intermediate Distributions.** The Director may, from time to time, authorize one or more distributions to the property of the Company, in cash or in kind, in a series of distributions and complete liquidation, retaining such assets as he may deem necessary to meet claims or liabilities to the Company, and to continue the operation of such properties of the Company as have not been sold at the time of any such distribution.

4. **Final Distribution.** Prior to the expiration of the twelve (12) month period beginning on the date of the adoption of this Plan by the Shareholder, such of the assets of the Company as have not been previously distributed and, in the opinion of the Director,

need no longer be retained to meet claims or liabilities, shall be distributed to the holder of the Company's common shares.

5. **Cancellation of Outstanding Shares.** Except for the foregoing distributions, the complete liquidation shall be in exchange solely for, and in complete redemption and cancellation of, and in payment for, all of the outstanding common shares of the Company, and the Shareholder shall, if the Director so determines, surrender his certificate for such shares for recording thereon receipt of distributions prior to final distribution, and shall surrender such certificate for cancellation upon receipt of the final distribution herein authorized.

6. **Dissolution.** The Officer and Director of the Company shall proceed with the voluntary dissolution of the Company per §607.1402, of the Statutes of the State of Florida, at such time, not later than twelve (12) months after the adoption of this Plan by the Shareholder, as he may deem appropriate, and may withdraw the Company from qualification in any other State whenever he deems such action appropriate.

7. **Authorization to Execute and File Documents.** The Officer and Director of the Company is authorized, empowered, and directed to execute and file all documents which he deems necessary or advisable to carry out the purposes and intentions of this Plan, including a Certificate of Dissolution under the laws of the State of Florida and information returns on Treasury Department Forms 966, 1096, and 1099L, together with income tax returns and the information required by the applicable regulations.

8. **Authorization of Necessary Acts.** The Officer and Director of the Company is hereby authorized, empowered and directed to do any and all other things in its name and behalf which he may deem necessary or advisable in order to carry out the purposes and intentions of this Plan. He shall be held harmless by the Company for any action under this Plan taken in good faith and any expenses or liabilities so incurred by him shall be that of the Company.

9. **Abandonment.** If a sale of all the properties and assets of the Company is not consummated before the end of the twelve (12) month period beginning on the date

of the adoption of the Plan by the Shareholder, the Board of Directors may abandon the Plan and all action contemplated hereby. Upon such abandonment, the Plan shall be void.

10. **Intent.** It is intended that this Plan of Complete Liquidation and Dissolution shall be a plan of complete liquidation under the terms of §331 of the Internal Revenue Code of 1986, as amended. This Plan shall be deemed to authorize such action as, in the opinion of counsel for the Company, may be necessary to conform its provisions to such Section 331.