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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

FEB 1 2010

EXAMINER

# Physician Group Purchasing, LLC

5365 WEST ATLANTIC AVENUE NW, #504, DELRAY BEACH, FL 33484-8172 TEL:(561) 241-9300 FAX:(561) 241-9339

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January 27, 2010

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Physician Group Purchasing, LLC

The enclosed Articles of Dissolution and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jennifer D. Lieberman, Esquire  
c/o National Pain Institute, LLC  
5365 W. Atlantic Avenue, Suite 504A  
Delray Beach, Florida 33484

For further information concerning this matter, please call:

Jennifer D. Lieberman, Esquire at (561) 241-9300

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Enclosed is a check for the following amount: \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

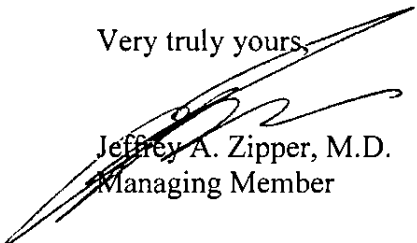
**MAILING ADDRESS:**

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

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Very truly yours,

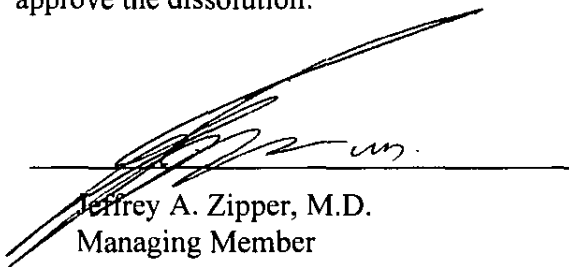


Jeffrey A. Zipper, M.D.  
Managing Member

**ARTICLES OF DISSOLUTION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

1. The name of the limited liability company is: Physician Group Purchasing, LLC.
2. The date dissolution was approved: January 27, 2010.
3. A description of the occurrence that resulted in the limited liability company's dissolution pursuant to section 608.441, Florida Statutes: all the members have unanimously agreed in writing to dissolve the company.
4. All debts, obligations, and liabilities of the company have been paid or discharged.
5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.
6. There are no lawsuits pending against the company in any court.

Signature of the sole member having the same percentage of membership interests necessary to approve the dissolution:

  
Jeffrey A. Zipper, M.D.  
Managing Member

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**WRITTEN CONSENT TO ACTION WITHOUT A MEETING OF**

**THE MEMBERS  
OF**

**PHYSICIAN GROUP PURCHASING, LLC**

**A Florida Limited Liability Company**

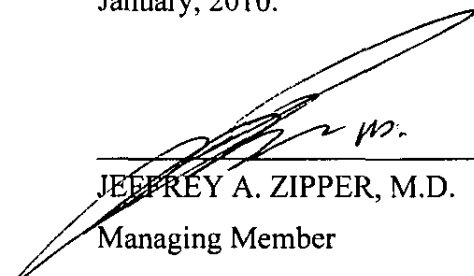
THE UNDERSIGNED, being the sole member of Physician Group Purchasing, LLC, a Florida limited liability company, does hereby take and adopt the following resolutions, in writing, without meeting:

RESOLVED, that the sole member approves the dissolution of the company and shall do all acts necessary to wind down the company affairs.

FURTHER RESOLVED, that all of the acts and doings of the Board of Directors and officers of the Company, from the day following the last annual meeting of the Members and Board of Directors to the effective date of the resolutions contained herein, including, but not limited to, the following, are in all respects ratified, approved, confirmed and adopted as acts on behalf of the Company:

1. All transactions for the purchase of assets entered into on behalf of the Company;
2. All distributions made by the Company;
3. All contracts entered into by or on behalf of the Company; and
4. All matters listed on Exhibit "A" attached hereto.

IN WITNESS WHEREOF, the undersigned do hereby consent to, ratify, confirm and adopt the foregoing organizational matters of the Company effective the 27<sup>th</sup> day of January, 2010.

  
\_\_\_\_\_  
JEFFREY A. ZIPPER, M.D.

Managing Member

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