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December 9, 1997

PLEASE REPLY TO: CAPE CORAL OFFICE

Corporate Records Bureau Division of Corporations Department of State P. O. Box 6327 Tallahassee, Florida 32314

200002369812--7 -12/11/97--01090--015 *****35.00 *****35.00

RE: Polymedic Family Medical Center, P.A.

Dear Sir/Madam:

Enclosed in duplicate are the Articles of Dissolution and a copy of the Statement of Consent in Lieu of a Meeting of all of the Shareholders of Polymedic Family Medical Center, P.A. Also, enclosed is our check in the amount of \$35.00 for your filing fee.

Please stamp and return a copy of the Articles of Dissolution to me in the enclosed, stamped, self-addressd envelope.

Thank you for your assistance in this matter.

Michael A.

Very truly you

Gemnaro

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SECRETARY OF STATE

TALLAHASSEE, FLORIDA

TLL DEC 7 5 1997

ARTICLES OF DISSOLUTION

The undersigned corporation, pursuant to the provisions of Section 607.1401 and 607.1403 of the Florida Business Corporation Act, adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

- 1. The name of the Corporation is POLYMEDIC FAMILY MEDICAL CENTER, P.A.
- 2. The date the dissolution is authorized is <u>December 8</u>, 1997.
 - 3. The names and respective addresses of the officers are:

 CARLITO S. AXIBAL President/Secretary/Treasurer
 1501 N.E. Van Loon Terrace
 Cape Coral, FL 33909
 - 4. The names and respective addresses of the directors are:

 CARLITO S. AXIBAL
 1501 N.E. Van Loon Terrace
 Cape Coral, FL 33909
- 5. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.
- 6. All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.
- 7. Adequate provision has been made for the satisfaction of any judgement, order or decree which may be entered against the Corporation in any pending action.
- 8. The Corporation has elected to dissolve by written consent of all shareholders, pursuant to Statute 607.1402, which

written consent has been signed by all the shareholders of the Corporation, or signed in their names by their attorneys thereunto duly authorized, and a copy of which written consent to dissolve is affixed hereto as Exhibit A and incorporated herein by this reference.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Dissolution to be executed this 8 day of Olcember , 1997.

BY: CARLITO S. AXIBAL, It's President

AND: CARLITO S. AXIBAL, Its Secretary

STATE OF FLORIDA)
COUNTY OF LEE

WITNESS my hand and official seal this Occember, 1997

Name of Notary typed, printed or

stamped), Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL MICHAEL A GENNARO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC369621 MY COMMISSION EXP. MAY 2,1998

STATEMENT OF CONSENT IN LIEU OF A MEETING OF ALL THE SHAREHOLDERS OF POLYMEDIC FAMILY MEDICAL CENTER, P.A.

Pursuant to the provisions of Section 607.1402 of the Florida Business Corporation Act, the undersigned, being all the shareholders of the above referenced corporation, hereby approve the following Statement of Intent to Dissolve the corporation upon written consent of all its shareholders:

- 1. The name of the corporation is POLYMEDIC FAMILY MEDICAL CENTER, P.A.
- 2. The shareholders of the corporation hereby authorize the dissolution of the corporation, and filing of Articles of Dissolution by the officers after provision is made for the debts of the corporation and distribution of the remaining assets is made to the shareholders as required by Florida Statutes.

Dated this 8 day of Necember, 1997

POLYMEDIC FAMILY MEDICAL CENTER, P.A.

CARLITO S. AXIBAL, Shareholder