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November 23, 1999

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Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-11/23/99-01139-009  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: PARKS BEARISON, INC.  
Our File No. 2154.95-8434

Ladies and Gentlemen:

Enclosed please find an original of the Articles of Dissolution and Liquidation of Parks Bearison, Inc. for filing with the Florida Department of State in accordance with the requirements of Chapter 607, Florida Statutes.

Please acknowledge your receipt of the Articles of Dissolution and Liquidation by returning to the undersigned a certified copy of the Articles. Enclosed please find our firm's check in the amount of \$43.75 to cover same.

Thank you for your prompt attention to this matter.

Very truly yours,

*Reid Haney*

R. Reid Haney

*Diss  
12-7-99  
RRH*

FILED  
99 NOV 29 PM 3:46  
TALLAHASSEE, FLORIDA

RRH/jdf  
Enclosures

108214  
2154.958434

**ARTICLES OF DISSOLUTION  
AND LIQUIDATION OF  
PARKS BEARISON, INC.**

**FILED**

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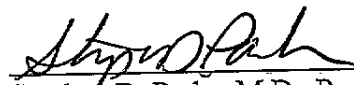
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PARKS BEARISON, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to dissolve and liquidate its assets in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation is PARKS BEARISON, INC.
2. The dissolution of the Corporation was authorized by the stockholders of the Corporation on October 31, 1999. The stockholder vote in favor of the dissolution was unanimous. Voting by voting groups was not required.
3. Adequate provision has been made for all debts, obligations, and liabilities of the Corporation, including, without limitation, all debts, obligations, and liabilities of the Corporation that are contingent, conditional, and unmatured.
4. All of the remaining property and assets of the Corporation have been or will be distributed among the stockholders of the Corporation in accordance with their respective rights and interests.
5. These Articles of Dissolution and Liquidation shall be effective immediately upon filing by the Secretary of State of the State of Florida.

DATED October 31, 1999.

PARKS BEARISON, INC.

  
Stephen D. Parks, M.D., President