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DISSOLUTION OR WITHDRAWAL

ALAN M. COHEN, M.D., P.A.

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**ARTICLES OF DISSOLUTION  
OF  
OF ALAN M. COHEN, M.D., P.A.**

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Statutes, the undersigned Florida professional service corporation hereby adopts the following Articles of Dissolution:

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is ALAN M. COHEN, M.D., P.A. (hereinafter referred to as the "Corporation").

**ARTICLE II  
DATE DISSOLUTION AUTHORIZED**

The dissolution of the Corporation was authorized on January 1, 2007.

**ARTICLE III  
APPROVAL OF DISSOLUTION**

The dissolution was approved by all of the shareholders of the Corporation by written consent dated January 1, 2007, pursuant to Section 607.0704 of the Florida Statutes.

**ARTICLE IV  
EFFECTIVE DATE OF DISSOLUTION**

The Corporation shall be dissolved effective as of the date of filing the Articles of Dissolution with the Secretary of State.

**IN WITNESS WHEREOF**, the undersigned president of the Corporation affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned has executed these Articles of Dissolution as of January 1, 2007.

ALAN M. COHEN, M.D., P.A.



Alan M. Cohen, M.D., President

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**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION  
OF ALAN M. COHEN, M.D., P.A.**

1. As soon as possible following the adoption of this Plan of Complete Liquidation and Dissolution (the "Plan"), ALAN M. COHEN, M.D., P.A. (hereinafter the "Corporation") will cease the active conduct of its business, will wind up its affairs, will pay or provide for payment of all known obligations of the Corporation, and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims.

2. The directors of the Corporation may from time to time authorize one or more distributions in cash or in kind, in a series of distributions in complete liquidation.

3. The foregoing distributions in complete liquidation shall be in exchange solely for, and in redemption and cancellation of, and in payment for, all of the outstanding capital stock of the Corporation.

4. This Plan shall be effective upon the approval and adoption of the Plan by the shareholders.

5. The officers and directors of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida, including the filing of Articles of Dissolution.

6. The officers and directors of the Corporation are hereby authorized, empowered and directed to do all things and take all actions which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including, without limitation, the execution and delivery of deeds, bills of sale, assignments, other instruments and documents, and the filing of returns and other documents with the appropriate officials of the State of Florida and the United States, including the final federal and state corporate income tax returns.

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