

L74583

**SMITH  
SAUER  
& DEMARIA**  
ATTORNEYS AT LAW

December 12, 1996

FILED  
96 DEC 16 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*G. Thomas Smith*  
*Board Certified*  
*Real Estate Attorney*

Secretary of State  
Corporate Records Division  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

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-12/17/96--01043--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Corporate Document Number L74583

Dear Sir/Madame:

Enclosed please find the original a copy of the Articles of Dissolution for the above captioned corporate document number along with a check in the amount of \$35.00 to cover the filing fee. I have also enclosed copies of the Waiver of Notice of and the minutes of the joint meeting of Shareholders and Directors in which the resolution to dissolve was unanimously approved. Please return the copy of the Articles of Dissolution to me date-stamped as evidence of filing.

Your time and attention to this matter are greatly appreciated and if you have any questions, please do not hesitate to give our office a call at (904) 434-2761.

Happy Holidays,

*Jennie E. Smith*  
Jennie E. Smith  
Legal Assistant to  
G. Thomas Smith

VS DEC 2 / 1996

*Voldis*

/js  
enclosures

ARTICLES OF DISSOLUTION

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

- The name of the corporation is David T. Casey, M.D., P.A.
- The names and respective addresses of its officers are:  
David T. Casey, 1717 North "E" Street, Suite 424, Pensacola, Florida 32501  
Celia A. Casey, 1717 North "E" Street, Suite 424, Pensacola, Florida 32501
- The names and respective addresses of its directors are:  
David T. Casey, M.D., 1717 North "E" Street, Suite 424, Pensacola, Florida 32501
- All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.
- All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests (or no property remained for distribution to shareholders after applying it to the payment of liabilities and obligations of the corporation).
- There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation in any pending action).
- A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 7 day of August, 1996.

DATED this 10<sup>th</sup> day of August, 1996.  
*December*

*[Signature]*  
\_\_\_\_\_  
David T. Casey, M.D., President

*[Signature]*  
\_\_\_\_\_  
Celia A. Casey, Secretary

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by David T. Casey, M.D. who is the President of David T. Casey, M.D., P.A. and who ( ) is personally known to me or (✓) produced Drivers license as identification on this 10<sup>th</sup> day of August, 1996.  
*December*

NOTARY STAMP:

*[Signature]*  
\_\_\_\_\_  
NOTARY PUBLIC  
Printed Name: Mary Beth Mathews  
My Commission Expires:

MARY BETH MATHEWS  
Notary Public, State of FL  
Com. No. 0052821

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by Celia A. Casey who is the Secretary of David T. Casey, M.D., P.A. and who ( ) is personally known to me or (✓) produced Drivers License as identification on this 10th day of August, 1996.  
December

NOTARY STAMP:

*Mary Beth Matthews*  
NOTARY PUBLIC  
Printed Name: Mary Beth Matthews  
My Commission Expires:

MARY BETH MATHEWS  
Notary Public - State of FL  
Comm Exp. July 18, 2000  
Comm No. CC 570521

WAIVER OF NOTICE OF SPECIAL JOINT MEETING  
OF DIRECTORS AND SHAREHOLDERS  
OF  
DAVID T. CASEY, M.D., P.A.

We, the undersigned being all the directors and all the shareholders of the corporation hereby agree and consent that the special meeting of directors and shareholders be held at the date, time and place stated below and for the purpose stated below and the transaction of all such other business as may lawfully come before the meeting and hereby waive all notice of the meeting and any adjournment thereof.

Date of meeting - August 7, 1996

Time of meeting - 4:00 p.m.

Place of meeting - Offices of Smith & Sauer, P.A.  
510 East Zaragoza Street  
Pensacola, Florida 32501

Purpose of meeting - To discuss the adoption of a proposed plan of liquidation and dissolution.

Dated - August 7, 1996

  
\_\_\_\_\_  
David T. Casey, M.D.

**MINUTES OF THE SPECIAL JOINT MEETING OF  
DIRECTORS AND SHAREHOLDERS  
OF  
DAVID T. CASEY, M.D., P.A.**

The special joint meeting of directors and shareholders of the corporation was held at 4:00 p. m. on August 7, 1996.

The following directors were present:

David T. Casey, M.D.

The following shareholders were present:

<u>Shareholder</u>	<u>Shares</u>	<u>In Person</u>	<u>By Proxy</u>
David T. Casey, M.D.	2,000	X	

being a quorum of the directors and a quorum of the shareholders of the corporation.

David T. Casey, M.D., was elected chairman of the meeting and G. Thomas Smith was elected secretary.

The chairman called the meeting to order and the secretary then presented and read a waiver of notice of the meeting, subscribed by all the directors and all the shareholders of the corporation, and it was ordered that it be appended to the minutes of the meeting.

The chairman announced that the purpose of the meeting was to discuss and act upon a proposal to adopt a plan of liquidation and dissolution of the corporation and to sell the principal assets of the corporation.

After discussion and review and upon motion duly made, seconded, and unanimously carried, the following resolutions were adopted by the Board of Directors and the holders of 100% of the issued and outstanding shares of the stock of the corporation:

RESOLVED, that in the judgment of the Board of Directors and the Shareholders of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be liquidated and dissolved.

RESOLVED, that a plan of liquidation, in accordance with Section 337 of the Internal Revenue Code of 1954, as amended, and in accordance with the provisions of Sections 607.257 and 607.261 of the Florida Statutes, be and it hereby is formulated to effect such liquidation and dissolution as hereinafter provided.

RESOLVED, that the proper officers of the Corporation be, and that they hereby are, authorized and directed to file a copy of these resolutions and Articles of Dissolution with the Secretary of State of Florida;

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties and assets of the Corporation

which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation.

RESOLVED, that the corporation, upon approval of this dissolution and plan of liquidation, notify all creditors and claimants of the dissolution.

RESOLVED, that after providing for all proper debts of the Corporation, the remaining assets of the Corporation be distributed to the stockholders of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable, but in no event later than the termination of a twelve-month period commencing with the date of adoption of this plan of complete liquidation; and

RESOLVED, that if the sale and distribution of all of the properties and assets of the corporation can not be consummated before the end of the twelve-month period, the Board of Directors may abandon the Plan and all action contemplated hereby. Upon such abandonment, the Plan shall be void.

RESOLVED, that the officers or accountants of the Corporation are authorized and directed to file all necessary tax returns, forms and resolutions with the Internal Revenue Service within the proper time limits.

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

There being no further business before the meeting, on motion duly made, seconded and unanimously carried, the meeting adjourned.

Dated - August 7, 1996

  
\_\_\_\_\_  
David T. Casey, M.D., Chairman

\_\_\_\_\_  
G. Thomas Smith, Secretary