

L97000001375

Buchanan Ingersoll
PROFESSIONAL CORPORATION

Attorneys

Amy Lewis Bergen
813-222-8188

3/15 or After
00789-00657-00584-00691

March 11, 1999

SunTrust Financial Center
401 E. Jackson Street
Suite 2500
Tampa, FL 33602
Telephone: 813-222-8180
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3/15

VIA REGISTERED MAIL

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

800002806868--4
-04/02/99--01072--005
*****17.50 *****17.50

800002806868--4
-03/15/99--01160--001
*****35.00 *****35.00

Re: Medagen, L.C.
Articles of Dissolution

To whom it may concern:

Please be advised that the aforementioned Florida Limited Liability Company ("Company") has not commenced conducting its affairs, and its managing members wish to voluntarily dissolve the Company pursuant to Section 608.445 of the Florida Limited Liability Company Act.

Organizational documents were filed with the Florida Department of State on December 9, 1997.

Enclosed please find the original and one (1) copy of the Articles of Dissolution along with the required \$35.00 filing fee. Please stamp the copy of the Articles of Dissolution with the filing date and return the document to me at the above-referenced address.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,

Amy Lewis Bergen

L97-1375

ALB/kjh
Enclosure

cc: James J. Kennedy, III, Esquire
Sandra Tracy

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 15 AM 8:40



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 19, 1999

AMY LEWIS BERGEN
BUCHANAN INGERSOLL
401 E. JACKSON STREET, SUITE 2500
TAMPA, FL 33602

SUBJECT: MEDAGEN, L.C.
Ref. Number: L97000001375

We have received your document for MEDAGEN, L.C. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file this document is \$52.50. For each certified copy requested, please add an additional \$52.50.

There is a balance due of \$17.50.

The effective day must be specific and cannot be prior to the date of filing.

Your document was received by this office on 3/15/99, therefore, this will be the file date. Please correct the effective date to 3/15/99 or anydate after 3/15/99, or state that the effective date will be upon filing with this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 199A00013852

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 15 AM 8:40

ARTICLES OF DISSOLUTION
OF
MEDAGEN, L.C.

In compliance with the requirements of Section 608.445 of the Florida Limited Liability Company Act, the undersigned, desiring to effect a dissolution, hereby certifies as follows:

ARTICLE I

The name of the Limited Liability Company is Medagen, L.C.

ARTICLE II

The effective date of the dissolution is March 15, 1999.

ARTICLE III

The Limited Liability Company is being dissolved pursuant to unanimous agreement of the members.

ARTICLE IV

No debts, obligation or liabilities of the Company remain unsatisfied.

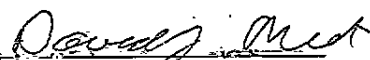
ARTICLE V

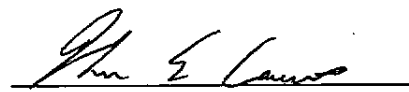
There is no property or assets to be distributed to the members in accordance with their rights and interests.

ARTICLE VI

There are no suits pending against the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution as of March 8, 1999.


David J. O'Neil
Managing Member


Dr. Thomas E. Carson
Managing Member

UNANIMOUS WRITTEN CONSENT OF
THE MEMBERS OF
MEDAGEN, L.C.

The undersigned, being all of the Members of Medagen, L.C., a Florida Limited Liability Company ("Company"), do hereby consent to, approve and adopt the following Resolutions:

WHEREAS, the Company has not conducted any business since its initial formation and does not intend to do so in the future; and

WHEREAS, all of the Members believe it is in the best interest of the Company that the Company be dissolved.

RESOLVED, that the Members of the Company unanimously agree to dissolve the Company.

FURTHER RESOLVED, that the Managing Members are hereby authorized to take all actions necessary or desirable to accomplish the foregoing Resolution.

IN WITNESS WHEREOF, the undersigned, constituting all of the Members of the Company, have executed this Written Consent as of the 8th day of March, 1999.



David J. O'Neil



Thomas E. Carson, M.D.