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December 22, 1998

OF COUNSEL  
Martin E. Segal, P.A.

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

FILED  
98 DEC 28 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Arthur I. Feinberg, M.D., P.A.  
Our File No. 1332-1-5

To whom it may concern:

I am pleased to enclose herewith the following documents in regard to the dissolution of Arthur I. Feinberg, M.D., P.A.:

1. Articles of Dissolution for Arthur I. Feinberg, M.D., P.A. effective for December 31, 1998; and
2. Check Number 2775 in the amount of \$35.00; and
3. Business Reply Envelope.

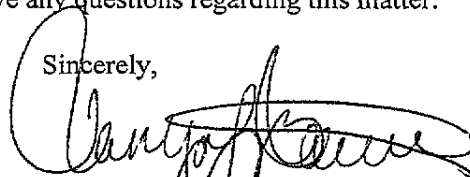
800002723358--6  
-12/28/98--01073--028  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

I have enclosed a check to cover the filing fee of the Articles of Incorporation. Please mark your records to reflect that the corporation has been dissolved by unanimous consent of the shareholders.

I enclosed a copy of this letter together with a copy of the Articles of Dissolution, to be date stamped and returned to my attention in the enclosed business reply envelope.

Please do not hesitate to contact me if you should have any questions regarding this matter.

Sincerely,

  
Tanya L. Bower

TLB  
Enclosures

EFFECTIVE DATE  
12-31-98

cc: Arthur I. Feinberg, M.D.  
T:\WP\WP\1332\divcorp.ltr.wpd

Diss.  
1-8-99  
CC

FILED  
98 DEC 28 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

STATE OF FLORIDA  
COUNTY OF MONROE

The undersigned, as President and Secretary of ARTHUR I. FEINBERG, M.D., P.A., a professional association organized under the Laws of the State of Florida, does hereby, for the purpose of complying with the provisions of Section 607.267, F.S., and §331 of the Internal Revenue Code, in relation to the voluntary dissolutions of corporations, make and attest these Articles and incorporate therein the resolutions of the Director and Stockholder of ARTHUR I. FEINBERG, M.D., P.A. for dissolution, and certify as follows:

1. The name of the corporation is ARTHUR I. FEINBERG, M.D., P.A..
2. The names, titles and post office addresses of the officers of the Corporation are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Arthur I. Feinberg, M.D.	260 Plantation Avenue Tavernier, FL 33070
Secretary	Arthur I. Feinberg, M.D.	260 Plantation Avenue Tavernier, FL 33070
Treasurer	Arthur I. Feinberg, M.D.	260 Plantation Avenue Tavernier, FL 33070

3. The name and post office address of its Director is as follows:

<u>Name</u>	<u>Address</u>
Arthur I. Feinberg, M.D.	260 Plantation Avenue Tavernier, FL 33070

EFFECTIVE DATE  
12-31-98

4. That all debts, obligations, and liabilities of the Corporation have been paid, or that adequate provision has been made therefor.

5. That the remaining assets of the Corporation have been distributed to ARTHUR I. FEINBERG, M.D., the Stockholder of the Corporation.

6. That there are no actions pending against the Corporation in any Court.

7. That the Corporation elected to dissolve by written Consent of its Director and Stockholder, dated December 31, 1998, through the following resolutions:

RESOLVED, that the Board of Directors of the Corporation determine that it is in the best interests of the Corporation to liquidate in accordance with the provisions of Section 607.257, Florida Statutes, and Section 331 of the Internal Revenue Code of 1986, as amended from time to time; and

BE IT FURTHER RESOLVED, that a Plan of Liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions; and

BE IT FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties of the Corporation which in their judgment shall be sold or liquidated to facilitate the liquidation of the Corporation; and

BE IT FURTHER RESOLVED, that the Corporation shall cease to carry on its business by December 31, 1998, to mail notice of the proposed liquidation to all creditors of the Corporation and to pay, satisfy or discharge its obligations or make adequate provision for payment and discharge thereof; and

BE IT FURTHER RESOLVED, that the President and Secretary, acting for and on behalf of the Corporation be, and they hereby are, authorized and directed to take such actions as may be necessary to effect the liquidation and dissolution of the Corporation, including the filing of Articles of Dissolution with the Secretary

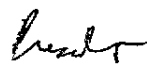
of State of Florida, and filing of the final income tax return and all other notices with the Internal Revenue Service and the Department of Revenue of the State of Florida, incident to the liquidation and dissolution of the Corporation; and

BE IT FURTHER RESOLVED, that the President of the Corporation, acting for and on behalf of the Corporation be, and he hereby is, authorized and directed to distribute all assets of the Corporation to the Stockholder thereof, in complete liquidation of the Corporation, and to execute such Bills of Sale, Assignments, checks and other instruments of conveyance in connection therewith as may be necessary; and

BE IT FURTHER RESOLVED, that the President of the Corporation, acting for and on behalf of the Corporation be, and he hereby is, authorized and directed to take all such other actions as may be necessary or appropriate to effect the liquidation and dissolution of the Corporation.

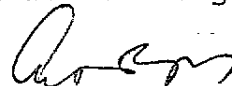

IN WITNESS WHEREOF, the President and Secretary of ARTHUR I. FEINBERG, M.D., P.A. have executed these Articles of Dissolution, this 5 day of December, 1998, at Monroe County, Florida.

ARTHUR I. FEINBERG, M.D., P.A.,  
a Florida Corporation

Arthur I. Feinberg, M.D., President

(CORPORATE SEAL)

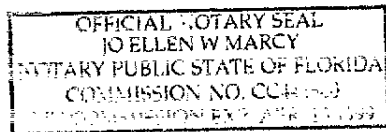
Arthur I. Feinberg, M.D., Secretary

BEFORE ME, the undersigned authority, personally appeared Arthur I. Feinberg, M.D., who, under oath, deposes and says that Arthur I. Feinberg, M.D. is the President and the Secretary of ARTHUR I. FEINBERG, M.D., P.A., and that he executed the foregoing Articles of Dissolution for the purposes therein expressed as his own free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and official  
seal at Hollywood <sup>Broward</sup> ~~Monroe~~ County, Florida, this 5<sup>th</sup>  
day of December, 1998.

Jo Ellen W. Marcy  
Notary Public

My Commission Expires: - - - - -



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