

LAW OFFICES

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June 4, 1998

SP-10N -8 AM 11:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

Attention: Filing - Articles of Dissolution

RE: Gabriel A. Hernandez, M.D., P.A.

Dear Sir or Madam:

Please find enclosed for filing Articles of Dissolution for the above-referenced company, together with our client's check in the amount of \$87.50 for the filing fee and a certified copy.

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Victor S. Kostro

VICTOR S. KOSTRO

VSK:pip

Enclosures

VS JUN 16 1998

Uob/s

ARTICLES OF DISSOLUTION
OF
GABRIEL A. HERNANDEZ, M.D., P.A.

FILED
98 JUN -8 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT to Section 607.1403 of the Florida Business Corporation Act, this Corporation submits these Articles of Dissolution.

FIRST: The name of the Corporation is **GABRIEL A. HERNANDEZ, M.D., P.A.**, which was duly incorporated on August 30, 1988, by the State of Florida.

SECOND: The address of the principal office of the corporation is 250 Pompano Drive, Melbourne Beach, FL 32951.

THIRD: The name and post office address of each of the directors of the Corporation are as follows:

GABRIEL A. HERNANDEZ
250 Pompano Drive
Melbourne Beach, FL 32951

FOURTH: The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the Board of Directors and recommended to the stockholders of the corporation.

FIFTH: One hundred percent (100%) of the shares entitled to vote for dissolution approved by an annual meeting held on August 22, 1997 and execution of the Plan of Complete Liquidation and Dissolution dated August 22, 1997, a copy of which is attached hereto as Exhibit "A", said percentage being sufficient for approval of dissolution.

The undersigned President and Secretary certify under the penalties of perjury that to the best of knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects.

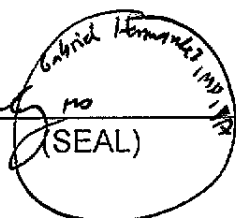
IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 7th day of May, 1998.

GABRIEL A. HERNANDEZ, M.D., P.A.

By: Daniel Hardy
Gabriel A. Hernandez, President

Attest:

Daniel Hardy
Secretary



PLAN OF COMPLETE LIQUIDATION
AND DISSOLUTION

1. The corporation shall wind up its affairs and, within the meaning of Section of the Internal Revenue Code of 1986, as amended, shall liquidate and distribute its assets in complete liquidation, less any assets retained to meet claims, within the twelve (12) month period beginning on the date of the adoption of this complete liquidation and dissolution by the members and directors of this corporation.

2. The directors may from time to time authorize one or more distributions of property of the corporation, in cash or in kind, in a series of distributions in complete liquidation, retaining such assets as they may deem necessary to meet claims or liabilities of the corporation. After the payment of the company's debts, liabilities and obligations, a provision is made in accordance with law, the officers of the company shall return, transfer, or convey assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, be returned or conveyed in accordance with such requirements; assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or organizations engaged in activities substantially similar to those of the dissolving corporation; other assets, if any, be distributed in accordance with the provisions of the articles of incorporations or the bylaws; and any remaining assets be distributed to such persons, trusts, societies, organizations or domestic or foreign corporations, whether for profit or not for profit, as specified, such distribution to be made as promptly as practical and, in any event, not later than August 21, 1998.

3. The officers and directors of the corporation shall proceed with the voluntary dissolution of the corporation under the laws of the State of Florida at such time, not later than twelve (12) months after the date of adoption of this Plan, as they may deem appropriate.

4. The officers and directors of the corporation are authorized, empowered and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan,

EXHIBIT " A "

including a notice of intent to dissolve and articles of dissolution under the laws of the State of Florida, and information returns on appropriate Treasury Department forms, together with income tax returns and the information required by the applicable Regulations.

5. The officers and directors of the corporation are authorized, empowered, and directed to do any and all things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution.

FURTHER RESOLVED, that the officers and directors of this corporation be and hereby are authorized, empowered and directed to do any and all things in its name and behalf which they deem necessary and advisable to carry out the purposes and intentions of such Plan.

There being no further business, the meeting was, on motion, adjourned.

Dated: 8/22/97

Daniel Hamaley, Jr.
Secretary