NOOOOOA45 Richard A. Goldberg and Associates Attorneys and Counselors at Law

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26 April 2002

VIA FEDERAL EXPRESS

Florida Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Re:

Corporate/Florida Academy of HIV Physicians, Inc./Filing of Articles of Dissolution

and Request for Certificate of Status.

File No.: AAHIVM-009

Dear Sir or Madam;

I serve as legal counsel to the American Academy of HIV Medicine, Inc. (AAHIVM), and the Florida Academy of HIV Physicians, Inc. In that capacity, I have been requested to file the enclosed executed, Articles of Dissolution on behalf of AAHIVM's Florida Chapter, the Florida Academy of HIV Physicians, Inc. (FAHIVP). In order to file these Articles of Dissolution, we have enclosed a check in the amount of \$43.75 (\$35.00 of which is for the filing fee, and \$8.75 is for a Certificate of Status). Lastly, based on our several telephone conversations with your office, it is our understanding that no additional filings are necessary to voluntarily dissolve the Florida Academy of HIV Physicians, Inc.

Please do not hesitate to contact me or Jennifer Hancock, of my staff, in the event there are any questions regarding this matter.

Thank you for your cooperation.

lichard A. Goldberg

Enclosures: (as indicated)

RAG/ih

cc: Scott Hitt, MD, President, AAHIVM
Jerry Calumn, Executive Director, AAHIVM
David Warner, MD, President, FAHIVP

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ARTICLES OF DISSOLUTION

Pursuant to section 617.1401, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution:
FIRST: The name of the corporation is Florida Academy of HIV Physicians, Inc
SECOND: The articles of incorporation were filed on <u>January 13, 2000</u> .
THIRD: The corporation has not commenced to conduct its affairs.
FOURTH: No debts of the corporation remain unpaid.
FIFTH: Adoption of dissolution (CHECK ONE) (Note: Cannot be authorized by an incorporator if the corporation has directors)
The dissolution was authorized by a majority of the directors: OR
The dissolution was authorized by an incorporator.
The dissolution was authorized by a majority of the incorporators.
Signed this 23 day of Apric 2002.
Signature
(By the Chairman or Vice Chairman of the Board, Fresident or other officer if Directors have not been selected by an incorporator)
Daniel Warner, MD (Typed or printed name) President, FAHIVP
President, FAHIVP (Title)