

N22323

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

DISSOLUTION

END STAGE RENAL DISEASE NETWORK OF FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 2, 2004

END STAGE RENAL DISEASE NETWORK OF FLORIDA, INC.
C/O ROSA A. RIVERA-MIZZONI
600 SOUTH MAGNOLIA SUITE 300
TAMPA, FL 33606US

SUBJECT: END STAGE RENAL DISEASE NETWORK OF FLORIDA, INC.
REF: N22323

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must be adopted in one of the following manners:

If the corporation has members entitled to vote:

- (1) the date of the meeting of members at which the resolution to dissolve was adopted.
- (2) a statement that the number of votes cast for dissolution was sufficient for approval, or a statement that such a resolution was adopted by written consent and executed in accordance with section 617.0701, Florida Statutes.

If the corporation has no members or members entitled to vote:

- (1) a statement that the corporation has no members or members entitled to vote on the dissolution.
- (2) the date of adoption of the resolution by the board of directors.
- (3) the number of directors then in office and the vote for the resolution.

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) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H03000344716
Letter Number: 804200000132

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF DISSOLUTION
OF
END STAGE RENAL DISEASE NETWORK OF FLORIDA, INC.**

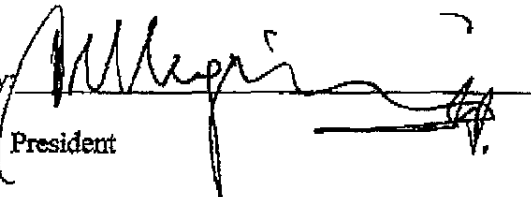
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

END STAGE RENAL DISEASE NETWORK OF FLORIDA, INC., a non-profit corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to dissolve in accordance with the requirements of Chapter 617, *Florida Statutes*, does hereby submit these Articles of Dissolution pursuant to the requirements of Section 617.1403, *Florida Statutes*:

1. The name of the Corporation is END STAGE RENAL DISEASE NETWORK OF FLORIDA, INC.
2. The dissolution of the Corporation was authorized by the Board of Directors of the Corporation on December 16, 2003. The number of Directors in office at the time of adoption of such resolution was 16 and the vote for the resolution for dissolution was 12 in favor and 0 against. The Corporation's members are not entitled vote on the matter of dissolution of the Corporation.
3. These Articles of Dissolution shall be effective immediately upon filing of same with the Secretary of State of the State of Florida.

DATED December 31, 2003.

**END STAGE RENAL DISEASE NETWORK OF
FLORIDA, INC.**

By 
President

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**PLAN OF LIQUIDATION AND
DISTRIBUTION OF ASSETS**

**END STAGE RENAL DISEASE
NETWORK OF FLORIDA, INC.**

1. Authorization for Dissolution

The name of this corporation is **END STAGE RENAL DISEASE NETWORK OF FLORIDA, INC.** (the "Corporation"), a Florida not-for-profit corporation also having been qualified as a tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code (the "Code"), adopted a resolution authorizing the liquidation and dissolution of the Corporation. This Plan of Liquidation and Distribution of Assets ("Plan of Distribution") has been prepared and is being adopted pursuant to Section 617.1406, *Florida Statutes*.

2. Approval and Adoption of the Plan

The Board of Directors of the Corporation has determined that it is necessary and in the best interests of the Corporation to liquidate the Corporation. In connection therewith, the Board of Directors has also determined that the liquidation of the Corporation and the distribution of its assets should be made pursuant to a formal, written plan of liquidation and distribution, as required by Florida law, under which the Corporation shall be completely liquidated and dissolved, all of its known debts and liabilities shall be paid or otherwise provided for, and all of its remaining property and assets shall be distributed in accordance with the Corporation's articles of incorporation and bylaws and the Code. This Plan of Distribution shall become effective on the date on which it is approved and adopted by the written consent of the Board of Directors of the Corporation. The date of approval and adoption of the Plan of Distribution by the Board of Directors of the Corporation is hereinafter called the "Effective Date."

3. Cessation of Business

As of October 31, 2003, the Corporation effectively ceased business operations and, thereafter and after the Effective Date, the Corporation has not and shall not carry on business, except to the extent necessary to properly wind up its affairs and to preserve the value of its business and assets pending liquidation and distribution thereof.

4. The Assets

After the Effective Date, the Board of Directors, the Liquidating Agent (as hereinafter defined) and other proper officers of the Corporation, as authorized by the Board of Directors, shall cause to be distributed or sold all of the assets of the Corporation. Any sales shall be made on the terms and conditions and for the consideration that the Liquidating Agent deems reasonable and in the best interests of the Corporation under the facts and circumstances. The Board of Directors, the Liquidating Agent and other authorized officers of the Corporation, either together or any of them alone, may execute any instruments that are necessary to transfer title to the property and assets.

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**PLAN OF LIQUIDATION AND DISTRIBUTION OF
END STAGE RENAL DISEASE NETWORK
OF FLORIDA, INC.**

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5. Payment or Provision of Debts, Liabilities and Obligations

Prior to making any distribution of corporate assets to non-creditor designated recipients, the Liquidating Agent and other authorized officers of the Corporation shall pay and discharge, or provide adequate provisions for the payment and discharge of, all of the known and ascertainable debts and liabilities of the Corporation, including without limitation, such compensatory, severance, accrued benefit and other payments to employees and contractors of the Corporation as are approved by the Board of Directors.

6. Distribution of Assets

After payment of, or provision for, all of the known debts and liabilities of the Corporation, the Liquidating Agent and other proper officers of the Corporation shall distribute the remaining corporate assets, if any, in the following manner:

(a) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

(b) Assets received and held by the Corporation subject to limitations permitting their use only for the charitable, educational and similar purposes of the Corporation, but not held upon condition as set forth under paragraph 6(a) above, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or organizations engaged in such permitted activities.

(c) Other assets, if any, shall be distributed in accordance with the articles of incorporation of the Corporation and the bylaws of the Corporation, to the extent such articles and bylaws provide for such distributions in liquidation.

(d) Any remaining assets shall be distributed to such persons, trusts, societies, organizations or corporations, charitable and non-profit in nature as the Liquidating Agent may determine in the exercise of sound fiduciary duty and reasonable discretion.

7. Powers of Directors, Liquidating Agent and Proper Officers

The Board of Directors, the Liquidating Agent and the proper officers of the Corporation shall carry out the provisions of this Plan of Distribution and shall take all actions that are necessary or advisable to effect the complete liquidation of the Corporation and its dissolution, including the execution of such instruments as may be required to vest title to the assets in third parties and the execution of all documents required by law to be filed to effect the dissolution of the Corporation.

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PLAN OF LIQUIDATION AND DISTRIBUTION OF
END STAGE RENAL DISEASE NETWORK
OF FLORIDA, INC.

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The Liquidating Agent for the corporation shall be: **Rosa Rivera-Mizzoni.**

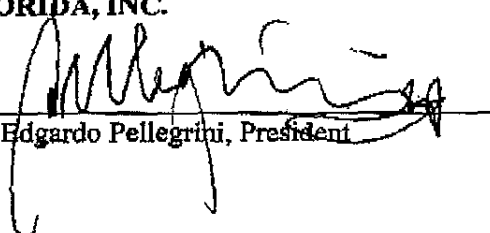
Proper officers of the Corporation authorized to take all necessary and appropriate actions pursuant to, and in connection with the effectuation of, this Plan of Distribution shall be:

1. **Mr. Haskell Gates**
2. **Dr. Thomas Braxtan**
3. **Dr. Thomas Peters**

IN WITNESS WHEREOF, The undersigned officer of the Corporation hereby certifies that this Plan of Liquidation and Distribution of Assets was approved by the Board of Directors of the Corporation on December 16, 2003.

Dated: December 22, 2003.

**END STAGE RENAL NETWORK OF
FLORIDA, INC.**

By: 
Dr. Edgardo Pellegrini, President

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