



N 23492

ACCOUNT NO. : 072100000032

REFERENCE : 821057 4303929

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
2001 OCT - 8 PM 2:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : October 5, 2001

ORDER TIME : 11:27 AM

ORDER NO. : 821057-025

CUSTOMER NO: 4303929

400004627284--1

CUSTOMER: Myrna Golinsky, Legal Asst
Greenberg Traurig, P.a.
1221 Brickell Avenue
21st Floor
Miami, FL 33131-3238

DOMESTIC FILINGS

NAME: INTERCENTER CANCER RESEARCH
GROUP, INC.

RECEIVED
01 OCT - 8 PM 12:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT# 1115

EXAMINER'S INITIALS: _____

G. Coulliette

OCT 08 2001

**ARTICLES OF DISSOLUTION
OF**

INTERCENTER CANCER RESEARCH GROUP, INC.

FILED
2001 OCT -8 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

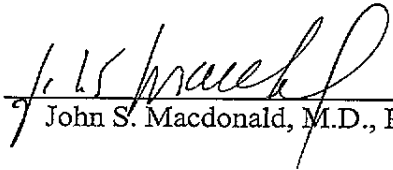
Pursuant to Section 617.1403 of the Florida Not For Profit Corporation Act, **INTERCENTER CANCER RESEARCH GROUP, INC.**, a Florida not for profit corporation (the "Corporation") hereby adopts the following Articles of Dissolution and certifies the following information for the purposes of dissolving the Corporation:

- FIRST:** The name of the corporation is **INTERCENTER CANCER RESEARCH GROUP, INC.**
- SECOND:** The dissolution of the Corporation was authorized on September 21, 2001.
- THIRD:** The dissolution was unanimously approved by three (3) Directors of the Corporation. The Corporation has no members.

The undersigned President of the Corporation hereby executes these Articles of Dissolution as of the ____ day of September, 2001.

**INTERCENTER CANCER RESEARCH
GROUP, INC.**

By: _____

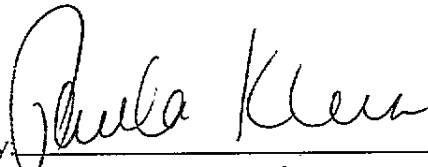

John S. Macdonald, M.D., President

**PLAN OF DISTRIBUTION
OF ASSETS OF
INTERCENTER CANCER RESEARCH GROUP, INC.**

1. Plan of Distribution. This Plan of Distribution of Assets (this "Plan") is intended to accomplish the complete distribution of all of the assets of Intercenter Cancer Research Group, Inc., in accordance with Section 617.1406 of Florida Statutes. Such distribution shall be accomplished in the manner stated in this Plan.
2. Approval. This Plan will be considered adopted by the Corporation when adopted by a resolution of the directors of the Corporation. The Corporation has no members.
3. Liabilities and Obligations. All liabilities and obligations of the Corporation, if any, shall be paid and discharged prior to distribution of the assets of the Corporation.
4. Return of Certain Assets. All assets, if any, held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution of the Corporation, shall be returned, transferred, or conveyed in accordance with such requirements.
5. Distribution of Remaining Assets. 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, shall 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 Corporation; and any remaining assets shall be distributed in accordance with the provisions of the Articles of Incorporation or the Bylaws of the Corporation.
6. Filing. This Plan shall be filed with the Florida Department of State, together with a certificate of an officer of the Corporation authenticating the Plan and certifying the Corporation's compliance with Subsection 617.1406(2) of Florida Statutes.
7. Intent. It is intended that this Plan shall be a plan of distribution of assets within the terms of Section 617.1406(2) of Florida Statutes. This Plan shall be deemed to authorized such action as, in the opinion of counsel, may be necessary to comply with the requirements of the Florida Not For Profit Corporation Act.

CERTIFICATE OF SECRETARY
OF
INTERCENTER CANCER RESEARCH GROUP, INC.

The undersigned being fully elected Secretary of **INTERCENTER CANCER RESEARCH GROUP**, a Florida corporation not-for-profit (the "Corporation"), hereby certifies that attached hereto is a Plan of Distribution of Assets of the Corporation that was adopted by the Corporation in compliance with the requirements of Subsection (2) of Section 617.1406 of Florida Statutes.

By 
Paula Klein, M.D., Secretary