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PAVESE, HAVERFIELD, DALTON, HARRISON & JENSEN, L.P.
A FLORIDA LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AND COUNSELORS AT LAW
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01 MAY 23 PM 3:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
PLEASE REPLY TO
CAPE CORAL OFFICE

MICHAEL A. GENNARO
michaelgennaro@paveselaw.com

May 18, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

800004302408--4
-05/23/01--01071--012
*****35.00 *****35.00

RE: Juan C. Domingo, M.D., P. A.

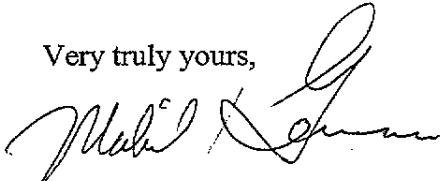
Dear Sir/Madam:

Enclosed in duplicate are the Articles of Dissolution and a copy of the Statement of Consent in Lieu of a Meeting of all of the Shareholders of Juan C. Domingo, M.D., P.A. Also, enclosed is our check in the amount of \$35.00 for your filing fee.

Please stamp and return a copy of the Articles of Dissolution to me in the enclosed, stamped, self-addressed envelope.

Thank you for your assistance in this matter.

Very truly yours,

*Diss
5-31-01
MAG*

Michael A. Gennaro

MAG/jms
Encls.

1833 HENDRY STREET
P.O. DRAWER 1507
FORT MYERS, FLORIDA 33902-1507
(941) 334-2195
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4524 GUN CLUB ROAD
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461 S. MAIN STREET
P.O. DRAWER 2280
LaBELLE, FLORIDA 33975
(863) 675-5800
FAX (863) 675-4998

ARTICLES OF DISSOLUTION

The undersigned corporation, pursuant to the provisions of Florida Statutes, adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Professional Service Corporation is JUAN C. DOMINGO, M.D., P.A.
2. The date the dissolution is authorized is April 30, 2001.
3. The names and respective addresses of the officers are:

Juan C. Domingo
5745 Riverside Drive
Cape Coral, FL 33904

4. The names and respective addresses of the directors are:

Juan C. Domingo
5745 Riverside Drive
Cape Coral, FL 33904

5. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

6. All remaining property and assets of the Corporation have been distributed among the shareholders in accordance with their respective rights and interests.

7. Adequate provision has been made for the satisfaction of any judgement, order or decree which may be entered against the Corporation in any pending action.

8. The Corporation has elected to dissolve by written consent of all shareholders, which written consent has been signed by all the shareholders of the Corporation, or signed in their names by their attorneys thereunto duly authorized, and a copy of which written consent to dissolve is affixed hereto as Exhibit A and incorporated herein by this reference.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Dissolution to be executed this 17th day of MAY, 2001.

BY: [Signature]
JUAN C. DOMINGO, Its President

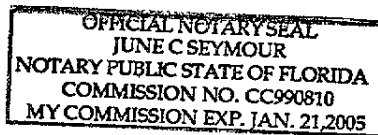
AND: [Signature]
JUAN C. DOMINGO, Its Secretary

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared JUAN C. DOMINGO, as President, and JUAN C. DOMINGO, as Secretary, of JUAN C. DOMINGO, M.D., P.A., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced Florida Driver License or _____ as identification proving himself to be, the person described in and who subscribed to the above Articles of Dissolution, and he did not take an oath, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for uses and purposes therein expressed.

WITNESS my hand and official seal this 17th day of May, 2001.

[Signature]
NOTARY PUBLIC



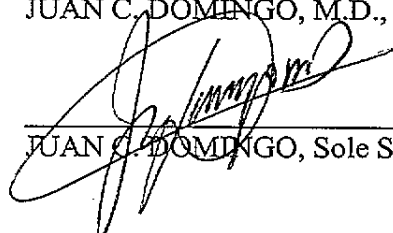
**STATEMENT OF CONSENT IN LIEU OF A MEETING
OF ALL THE SHAREHOLDERS OF
JUAN C. DOMINGO, M.D., P.A.**

Pursuant to the provisions of Florida Statutes, the undersigned, being all the shareholders of the above referenced corporation, hereby approve the following Statement of Intent to Dissolve the corporation upon written consent of all its shareholders:

1. The name of the corporation is JUAN C. DOMINGO, M.D., P.A.
2. The shareholders of the corporation hereby authorize the dissolution of the Professional Service Corporation, and filing of Articles of Dissolution by the officers after provision is made for the debts of the corporation and distribution of the remaining assets is made to the shareholders as required by Florida Statutes. to be effective as of April 30, 2001.

Dated this 17th day of MAY, 2001.

JUAN C. DOMINGO, M.D., P.A.



JUAN C. DOMINGO, Sole Shareholder