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ELLEN ROSE

FRED R. STANTON

September 19, 2002

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

Secretary of State
Division of Corporations
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

500008030105--9

-09/26/02--01010--001

*****35.00 *****35.00

Re: Pediatric Cardiology, P.A.
Our File No. 201111

Dear Sir/Madam:

We enclose herein are original Articles of Dissolution instruments for the captioned corporation for filing with the Secretary of State. Our check in the amount of \$35.00 is enclosed to cover the cost of filing.

With kindest regards,

Sincerely,

THEEREL BAISDEN, P.A.

By: _____

Mark M. Hasner

MMH:lc
Enclos.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 26 AM 8:15

FILED

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Dissolution

1. The name of the Corporation is PEDIATRIC CARDIOLOGY, P.A.
2. The names and respective addresses of its Officers are:

VICENTE LEMES - President/Treasurer
1737 Breakers Way
Weston, FL 33326

JAY CHANDAR - Vice President/Secretary
12465 Keystone Island Drive
North Miami, Florida 33181

3. The names and respective addresses of the Directors of the Corporation are:

VICENTE LEMES
1737 Breakers Way
Weston, FL 33326

JAY CHANDAR
12465 Keystone Island Drive
North Miami, Florida 33181

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

5. All the remaining property and assets of the Corporation have been distributed to the Shareholders as set forth on the Written Consent attached hereto as Exhibit "A" and made a part hereof.

6. There are no actions pending against the Corporation in any court. Further, the Corporation has no intention of revoking this voluntary dissolution, and the Corporation's name is immediately available for use by any other corporation.

7. Dissolution of the Corporation was approved by the Shareholders on this 28 day of September, 2001.

8. The dissolution was approved by the Shareholders and such vote was sufficient for dissolution. The Written Consent to Dissolve signed by the Shareholders is attached hereto as Exhibit "A".

DATED this 28 day of September, 2001.

Vicente Lemes
VICENTE LEMES, President

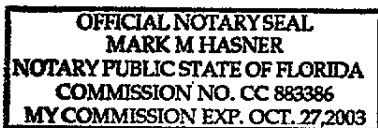
Jay Chandar
JAY CHANDAR, Secretary

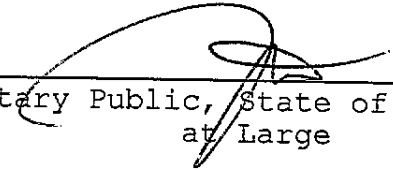
STATE OF FLORIDA:

SS:

COUNTY OF BROWARD:

The foregoing instrument was acknowledged before me this 28 day of September, 2001 by VICENTE LEMES, President of PEDIATRIC CARDIOLOGY, P.A., a Florida professional association, who is personally known to me ~~or who has produced~~ _____ as identification.





Notary Public, State of Florida
at Large

Type/Print/or Stamp Name of Notary

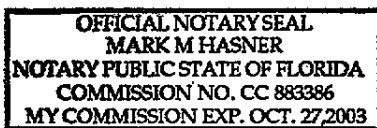
My Commission Expires: _____

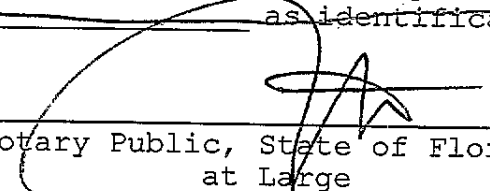
STATE OF FLORIDA:

SS:

COUNTY OF BROWARD:

The foregoing instrument was acknowledged before me this 28 day of September, 2001 by JAY CHANDAR, Secretary of PEDIATRIC CARDIOLOGY, P.A., a Florida professional association, who is personally known to me ~~or who has produced~~ _____ as identification.





Notary Public, State of Florida
at Large

Type/Print/or Stamp Name of Notary

My Commission Expires: _____

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**JOINT WRITTEN ACTION OF
THE SOLE SHAREHOLDER AND DIRECTORS OF
PEDIATRIC CARDIOLOGY, P.A.,
a Florida professional association**

The undersigned, being the Shareholders and Directors of PEDIATRIC CARDIOLOGY, P.A., a Florida professional association, (hereinafter the "Corporation"), hereby take the following written actions in lieu of holding a meeting regarding same, all pursuant to the terms of the Florida Statutes:

BE IT RESOLVED:

1. That, the Board of Directors and the Shareholders hereby approve and adopt the following Plan of Liquidation and Dissolution for the Corporation, to wit:

**PLAN OF LIQUIDATION
AND DISSOLUTION**

1) That, within thirty (30) days after the date of this meeting, Counsel or accountants for the Corporation shall file Form 966 with the District Director of the Internal Revenue Service, 4800 Buford Highway, Chamblee, Georgia, attaching to such form a certified copy of this resolution, indicating that the stockholder and director adopt a plan of liquidation and dissolution.

2) That, the Corporation, by its duly authorized officers, may proceed to complete the sale of its property, if any, as an incident to the plan of liquidation and dissolution adopted by the stockholder and director pursuant to Sections 331, 453(h) and 453B(h) of the Internal Revenue Code of 1986, as amended.

3) That, the Corporation, by its duly authorized officers, within twelve (12) months after the date of this meeting, shall distribute all of the corporate assets, except those retained to meet corporate obligations (including unascertained or contingent liabilities and expenses), to the stockholders.

4) That, as soon as practical, but not later than twelve (12) months after the date of this meeting, Counsel for the Corporation shall file a certificate for the dissolution of the Corporation pursuant to Florida Statutes, and that the officers of this Corporation are hereby authorized to execute any and all documents to effectuate such dissolution.

5) That, the officers and the director be and they are hereby empowered, authorized and

directed to proceed in accordance with the resolution hereby adopted by the stockholders and director, said officers and the director being authorized to adopt subsequent resolutions to effectuate the intent of the stockholders and the sole director to liquidate and dissolve the Corporation in accordance with a plan of liquidation and dissolution adopted pursuant to Sections 331, 453(h) and 453B(h) of the Internal Revenue Code of 1986, as amended.

2. That, the President of this Corporation be and is hereby authorized and empowered and directed to execute and deliver all documents and take all other actions, in his sole discretion, may determine to be necessary or desirable in order to effectuate the provisions of the Agreement, and such other documents as may be required to effectuate the Agreement and the foregoing resolutions, and to agree to such terms and conditions as may be necessary, any such determination to be conclusively evidenced by the execution of any such document or the doing of any such act; and

3. That, the Secretary of the Corporation be, and is hereby, authorized and empowered to attest the execution of any of the foregoing documents and to certify to the adoption of the foregoing resolutions as of the date hereof.

DATED: September 28, 2001

DIRECTORS:

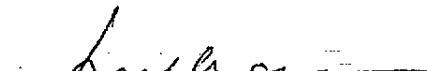
SHAREHOLDERS:


VICENTE LEMES


VICENTE LEMES

50% Stock
Ownership


JAY CHANDAR


JAY CHANDAR

50% Stock
Ownership