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Gottlieb & Gottlieb, P.A.

Attorneys and Counselors at Law

2475 Enterprise Rd., Suite 100

Clearwater, Florida 34623

(813) 791-1977

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 1996

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

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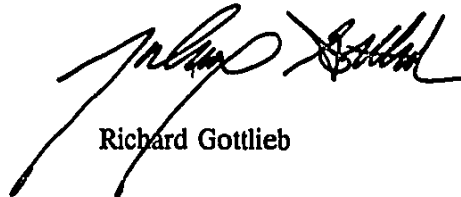
In Re: Steven M. Reynolds, D.D.S., P.A.

Gentlemen:

Enclosed are the original and one copy of the *Articles of Dissolution* and the *Consent to Dissolution of Corporation by All Shareholders* of the above-captioned corporation. Also enclosed, please find our check in the amount of eighty-seven dollars and fifty cents (\$87.50), comprised of thirty-five dollars (\$35.00) as payment for the filing fee, and fifty-two dollars and fifty cents (\$52.50) for a certified copy.

Please file the enclosed documents and return a certified copy to the undersigned. Should you have any questions or wish to discuss this matter further, please feel free to contact us. Should you have any questions or wish to discuss this matter further, please feel free to contact us.

Sincerely Yours,



Richard Gottlieb

RG:kf
cc:S. Reynolds, D.D.S.

VOIDS
CPB
1128

Gottlieb & Gottlieb, P.A.
Attorneys and Counselors at Law
2475 Enterprise Rd., Suite 100
Clearwater, Florida 34623
(813) 791-1977
Fax (813) 791-8090

January 22, 1997

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

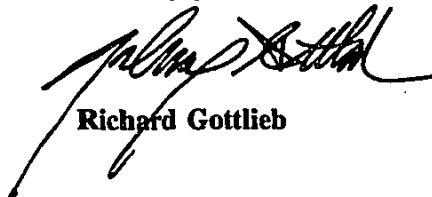
In Re: Steven M. Reynolds, D.D.S., P.A.

Gentlemen:

Pursuant to your correspondence of January 9, 1997 (enclosed), please find the
Consent to Dissolution of Corporation by All Shareholders.

Should you have any questions or wish to discuss this matter further, please feel free
to contact us.

Sincerely yours,



Richard Gottlieb

kf
Enc.

RECEIVED
97 JAN 24 AM 9:07
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1997

RICHARD GOTTLIEB
GOTTLIEB & GOTTLIEB, P.A.
2475 ENTERPRISE RD., SUITE 100
CLEARWATER, FL 34623

SUBJECT: STEVEN M. ROBERTS, INC.

Ref. Number: ~~1167001~~

792000 014382

Reynolds

We have received your document for STEVEN M. ROBERTS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

SINCE IT IS STATED THAT A COPY OF THE WRITTEN CONSENT OF SHAREHOLDERS IS ATTACHED IT MUST BE INCLUDED.

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 (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 297A00001248

ARTICLES OF DISSOLUTION

1. The Name of the Corporation is:

Steven M. Reynolds, D.D.S., P.A.

2. The names and respective addresses of its officers are:

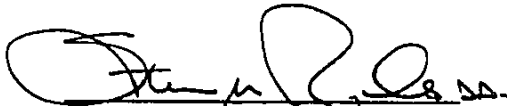
**Steven M. Reynolds D.D.S. - President, Secretary & Treasurer
495 Old Oak Circle
Palm Harbor, Florida 34683**

3. The names and respective addresses of its directors are:

**Steven M. Reynolds D.D.S.
495 Old Oak Circle
Palm Harbor, Florida 34683**

4. All liabilities and obligations of the corporation have been paid or discharged or adequate provision has been made therefore.
5. No property remained for distribution to shareholders after applying it to the payment of the liabilities and obligations of the corporation.
6. There are no actions pending against the corporation in any court.
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. A copy of the written consent to dissolve is attached. Such written consent has been signed by all shareholders of the corporation, or signed in their names by their attorneys thereunto duly authorized.
9. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on December 19, 1996.

DATED this 27th day of December, 1996.


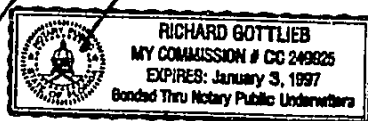

**Steven M. Reynolds, D.D.S.
President**

ARTICLES OF DISSOLUTION

ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF PINELLAS) ss.

The foregoing *Articles of Dissolution* were acknowledged before me on December 27, 1996, by Steven M. Reynolds, D.D.S., the President of Steven M. Reynolds, D.D.S., a Florida corporation, who is personally known to me, on behalf of the corporation.



Notary Public


**CONSENT TO DISSOLUTION
OF CORPORATION BY ALL SHAREHOLDERS OF**

Steven M. Reynolds, D.D.S., P.A.

I, the undersigned, being all the Shareholders of the Corporation hereby agree and consent to the preparation and filing of *Articles of Dissolution* of this Corporation.

Dated: December 27, 1996.


Steven M. Reynolds, D.D.S.