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Byron B. Mathews, Jr.
3769 Main Highway
Coconut Grove, Florida 33133

Voice: (305) 567-2887 Fax: (305) 442-4117

April 9, 1997

Florida Secretary of State
Division of Corporations, Amendments Section
P.O. Box 6327
Tallahassee, Florida 32314

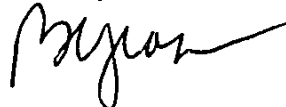
Re: Filing Articles of Dissolution

Dear Sir or Madame:

Enclosed is a check in the amount of \$35.00 for filing the Articles of Dissolution of Byron B. Mathews, Jr., P. A., which are also enclosed. Please let me know if you have any questions. My address and telephone number are in the heading above.

With best wishes.

Sincerely,



Byron B. Mathews, Jr.

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**ARTICLES OF DISSOLUTION
OF**

BYRON B. MATHEWS, JR., P.A.

SECRET
DIVISION
97 APR 14 AM 8:59

Byron B. Mathews, Jr., P.A., ("the Corporation"), for the purposes of dissolving, pursuant to the provisions of Section 607.1403, Florida Statutes, hereby executes the following Articles of Dissolution:

1. The name of the Corporation is Byron B. Mathews, Jr., P.A.
2. The Corporation was incorporated in the State of Florida. The effective date of its dissolution shall be December 31, 1996.
3. Adequate provision has been made for the payment and discharge of all liabilities and obligations of the Corporation.
4. All the remaining property and assets of the Corporation have been distributed to its sole shareholder.
5. There are no actions pending against the Corporation in any court.
6. A copy of the Unanimous Written Consent of the Sole Shareholder and all of the Directors of the Corporation authorizing the voluntary dissolution of the Corporation, which Written Consent was adopted by the sole shareholder and all of the directors of the Corporation on December 31, 1996, is attached hereto and made a part of these Articles of Dissolution.

UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER AND
ALL OF THE DIRECTORS OF
BYRON B. MATHEWS, JR., P.A.

The undersigned, being the sole shareholder and all of the directors of **Byron B. Mathews, Jr., P.A.**, a Florida professional association, (the "Corporation"), acting pursuant to Sections 621.13, 607.1402, 607.0704 and 607.0821 of the Florida Statutes, hereby adopt this Written Consent in lieu of a formal meeting, waive all notice of time, place, and objects of such meeting, and hereby approve, consent to and adopt the following preambles and resolutions:

- **WHEREAS**, it is deemed to be in the best interests of the Corporation and its shareholder to liquidate the Corporation and distribute its assets and its liabilities to its shareholder so that such shareholder may succeed to the ownership of the assets and business of the Corporation; and
- **WHEREAS**, it is deemed to be in the best interests of the shareholder of this Corporation that the Corporation be completely liquidated and dissolved.

NOW THEREFORE BE IT RESOLVED that this Corporation be liquidated and dissolved pursuant to Section 607.1402 of the Florida Statutes and Sections 331 and 336 of the Internal Revenue Code of 1986, in accordance with the plan of complete liquidation and dissolution as set forth herein below (the "Plan").

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. Byron B. Mathews, Jr., P.A., a Florida Professional Association, shall be completely liquidated and dissolved pursuant to the Florida Business Corporation Act.

2. All of the Corporation's liabilities and obligations shall be paid, or provision shall be made therefor, prior to dissolution.
3. All of the property and assets of the Corporation of whatsoever kind and character and wherever located remaining after payment of, or making provisions for, liabilities of the Corporation shall be distributed to the sole shareholder. This distribution may occur all at once or in a series of payments and may be made in cash or in kind and in such manner as at such times as the officers of this Corporation shall in their absolute discretion determine.
4. The distribution to the shareholder of the Corporation shall be solely in complete redemption of, and in full payment for, all of the outstanding stock of the Corporation
5. The liquidation of and dissolution of the Corporation pursuant to this Plan shall be completed on or before December 31, 1996.
6. It is intended that this Plan shall be a plan of complete liquidation within the meaning of Sections 331 and 332 of the Internal Revenue Code of 1986.
7. The Corporation shall file, with thirty (30) days of adoption of this Plan, a Form 966 with the Internal Revenue Service, and make any additional filings required with the Internal Revenue Service and the Florida Department of Revenue, including final tax returns.
8. The proper officers of the Corporation shall file, as soon as practicable, Articles of Dissolution pursuant to the Florida Business Corporation Act, along with any other forms required by state law to effect dissolution of the Corporation.

FURTHER RESOVED that the proper officers of this Corporation are hereby authorized and directed to take such further action as may be necessary or appropriate in order to effect the Plan of this Corporation.

DATED this 31st day of December, 1996.

BYRON B. MATHEWS, JR., P.A., by its

DIRECTORS:

Byron B. Mathews, Jr.

SOLE SHAREHOLDER:

Byron B. Mathews, Jr.