

P94000015440

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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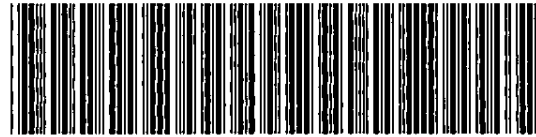
(Business Entity Name)

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Arts of Dissolution

1.

GLAUCOMA CONSULTANTS OF FLORIDA, P.A.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

ARTICLES OF DISSOLUTION
OF
GLAUCOMA CONSULTANTS OF FLORIDA, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GLAUCOMA CONSULTANTS OF FLORIDA, P.A., a Florida corporation (the "Corporation"), by its Directors, for the purpose of complying with the provisions of Section 607.1403 of the Florida Business Corporations Act relating to the filing of Articles of Dissolution, does hereby execute the following Articles of Dissolution.

1. Name of the Corporation:

GLAUCOMA CONSULTANTS OF FLORIDA, P.A.

2. The document number of the corporation is: P94000015440.

3. The Corporation filed its Articles of Incorporation on February 25, 1994

4. The foregoing dissolution was authorized by the Shareholders and Directors of the Corporation by written consent on the 7th day of November, 2008 and approved by the Shareholders of the Corporation by written consent on the 7th day of November, 2008.

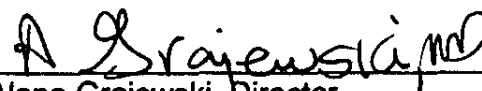
5. The number of votes cast for dissolution by the Shareholders was sufficient for approval of the action authorizing such dissolution.

6. The dissolution contemplated herein shall become effective upon filing of these Articles of Dissolution with the Department of State, pursuant to Section 607.1403 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Directors have executed these Articles of Dissolution, this 13 day of November, 2008.

**GLAUCOMA CONSULTANTS OF
FLORIDA, P.A.**

By: 
Elizabeth Hodapp, Director

By: 
Alana Grajewski, Director

**ACTION BY THE SHAREHOLDERS AND DIRECTORS
OF
GLAUCOMA CONSULTANTS OF FLORIDA, P.A.**

Pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, the undersigned, constituting all of the shareholders and directors of GLAUCOMA CONSULTANTS OF FLORIDA, P.A., a Florida corporation (the "Corporation"), do hereby consent to and approve the following actions:

WHEREAS, the Directors of the Corporation have determined after discussion, to recommend the dissolution of the Corporation and propose that such recommendation be provided to the Shareholders for consideration;

WHEREAS, the Shareholders having received and reviewed the Director's proposal for dissolution, desire to approve the Directors recommendation for the dissolution of the Corporation; and

NOW, THEREFORE BE IT RESOLVED, that the Directors by unanimous vote authorize that the attached Plan for Liquidation be recommended to the Shareholders and that such Plan be proposed to the Shareholder's for a vote thereon; and

FURTHER RESOLVED, that the Shareholders by unanimous vote having received and reviewed the Directors recommendation and proposal for dissolution authorize that the Directors proceed to dissolve the Corporation.


FURTHER RESOLVED, that the appropriate officers of the Corporation be and are hereby authorized and directed to take such actions as they deem necessary or desirable to dissolve and to liquidate the Corporation and to thereafter distribute its assets to the shareholders of the Corporation, under Section 331 of the Internal Revenue Code of 1986, as amended, pursuant to the terms and conditions set forth in the Agreement and Plan of Liquidation, a copy of which is attached hereto and incorporated herein;

FURTHER RESOLVED, that the appropriate officers of the Corporation be and hereby are authorized and directed to pay all fees and taxes related to the dissolution of the Corporation and to file Articles of Dissolution with the Florida Secretary of State and all other documents necessary to effectuate the dissolution of the Corporation; and

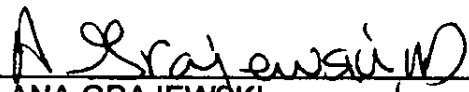
FURTHER RESOLVED, that each and any officer of the Corporation, acting singly on behalf of the Corporation, be and is hereby authorized and directed to execute and deliver the Agreement and Plan of Liquidation and such other documents and to do or cause to be done such further acts as any of them may deem necessary or proper in order to effectuate the foregoing resolutions, including without limitation the execution and delivery of the documents set forth

in the foregoing resolution together with the payment of all fees in connection therewith.

Dated: November 13, 2008



ELIZABETH HODAPP
SHAREHOLDER/DIRECTOR



ALANA GRAJEWSKI
SHAREHOLDER/DIRECTOR

AGREEMENT AND PLAN OF LIQUIDATION

AGREEMENT AND PLAN OF LIQUIDATION is made this 13th day of November, 2008, by and between GLAUCOMA CONSULTANTS OF FLORIDA, P.A., a Florida corporation (the "Corporation"), and Elizabeth Hodapp and Alana Grajewski (collectively, the "Shareholders").

WHEREAS, the Shareholders own the following amounts of shares of common stock of the Corporation, which shares constitute all of the issued and outstanding common stock of the Corporation; and

Elizabeth Hodapp	50% Shares
Alana Grajewski	50% Shares

WHEREAS, the Shareholders desire to approve, authorize and consent to the voluntary dissolution of the Corporation in accordance with Section 607.1403 of the Florida Business Corporation Act (the "Act").

NOW, THEREFORE, the foregoing parties hereby agree as follows:

1. The Shareholders approve, authorize and consent to the voluntary dissolution of the Corporation, such dissolution to be effective upon the filing of the Articles of Dissolution with the Florida Department of State, and in accordance with the plan of liquidation set forth in this Agreement.

2. The Shareholders hereby authorize the officers of the Corporation to pay all fees related to the dissolution of the Corporation and to file the Articles of Dissolution with the Florida Department of State and all other documents necessary to effectuate the dissolution of the Corporation.

3. The Shareholders hereby resolve that after payment of the Corporation's debts, or provision is made therefore in accordance with Section 607.1406(10) of the Act, the officers of the Corporation shall distribute, assign and transfer to the Shareholders all of the remaining property of the Corporation, together with all of the Corporation's right, title and interest in and to such property, in complete redemption and cancellation of all of the Corporation's issued and outstanding capital stock, such distribution to be made as of the effective date of dissolution as provided in Section 1 hereof.

IN WITNESS WHEREOF, the foregoing parties have caused this Agreement and Plan of Liquidation to be executed as of the day and year first above written.


CORPORATION:

**GLAUCOMA CONSULTANTS OF
FLORIDA, P.A.**

By: 
Elizabeth Hodapp, President

SHAREHOLDERS:


Elizabeth Hodapp


Alana Grajewski