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April 12, 2000

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Florida Department of State  
Division of Corporations  
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Tallahassee, Florida 32314

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-04/14/00--01034-018  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Lynn F. Abrams, M.D., P.A.  
Our File No. 1387.94-7891

Ladies and Gentlemen:

Enclosed please find an original of the Articles of Dissolution and Liquidation of Lynn F. Abrams, M.D., P.A., for filing with the Florida Department of State in accordance with the requirements of Chapter 607, Florida Statutes.

Please acknowledge your receipt of the Articles of Dissolution and Liquidation by returning to the undersigned a certified copy of the Articles. Enclosed please find our firm's check in the amount of \$43.75 to cover same.

Thank you for your prompt attention to this matter.

Very truly yours,

*Jennifer L. Myers*  
Jennifer L. Myers

FILED  
00 APR 14 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JLM/jdf  
Enclosures

115154

T. LEWIS APR 20 2000

**ARTICLES OF DISSOLUTION  
AND PLAN LIQUIDATION OF  
LYNN F. ABRAMS, M.D., P.A.**

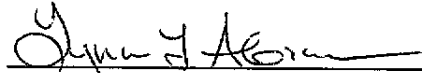
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00 APR 14 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LYNN F. ABRAMS, M.D., P.A., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to dissolve and liquidate its assets in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation is LYNN F. ABRAMS, M.D., P.A.
2. The dissolution of the Corporation was authorized by the stockholders of the Corporation on March 24, 2000. The stockholder vote in favor of the dissolution was unanimous. Voting by voting groups was not required.
3. Adequate provision has been made for all debts, obligations, and liabilities of the Corporation, including, without limitation, all debts, obligations, and liabilities of the Corporation that are contingent, conditional, and unmatured.
4. All of the remaining property and assets of the Corporation have been or will be distributed among the stockholders of the Corporation in accordance with their respective rights and interests.
5. These Articles of Dissolution and Liquidation shall be effective immediately upon filing by the Secretary of State of the State of Florida.

**DATED** March 24, 2000.

**LYNN F. ABRAMS, M.D., P.A.**

  
\_\_\_\_\_  
Lynn F. Abrams, M.D., President

**WRITTEN ACTION OF THE  
STOCKHOLDERS OF  
LYNN ABRAMS, M.D., P.A.**

The undersigned stockholder (the "Stockholder"), being the sole owner of all of the issued and outstanding capital stock in LYNN ABRAMS, M.D., P.A., a Florida corporation (the "Corporation"), does hereby consent to the following actions pursuant to Sections 607.1402 and 607.0704, Florida Statutes:

**LIQUIDATION OF ASSETS AND DISSOLUTION**

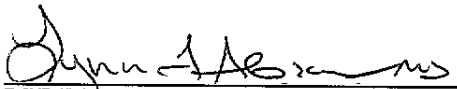
**WHEREAS**, the Corporation has ceased active operation of its business, and the Stockholder deems it in the best interest of the Corporation to liquidate the assets of the Corporation and dissolve the Corporation pursuant to and in accordance with the laws of the State of Florida; and

**NOW, THEREFORE, BE IT RESOLVED**, that the proper officers, directors, employees, and agents of the Corporation be, and they hereby are, authorized and directed to take such action as they deem necessary or appropriate to liquidate the assets of the Corporation and dissolve the Corporation pursuant to and in accordance with the laws of the State of Florida and, in furtherance thereof, cause to be prepared, executed, and filed with the Secretary of State of the State of Florida Articles of Dissolution and a Plan of Liquidation

**FURTHER ACTION**

**BE IT FURTHER RESOLVED**, that the proper officers of the Corporation be, and they hereby are, authorized and directed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, to execute and deliver such additional instruments or documents or to take such additional actions as they may deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing.

Dated: March 24, 2000

  
\_\_\_\_\_  
LYNN F. ABRAMS, M.D.,  
Sole Stockholder