

P94000054903



James M. Shuta
Attorney At Law

October 28, 1997

Corporation Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, FL 32301

000002351610--7
-11/19/97-01039-005
*****87.50 *****87.50

Re: BRUCE R. ERNST, M.D., P.A.

Gentle(women):

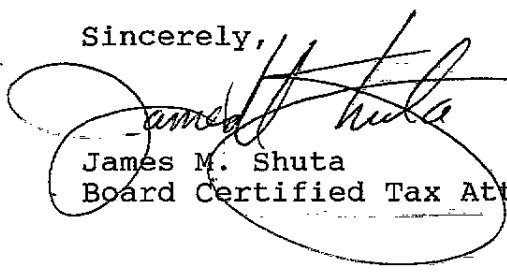
On July 25, 1994, ARTICLES OF INCORPORATION were filed for BRUCE R. ERNST, M.D., P.A. The document number for the subject corporation is P94000054903.

Enclosed herewith, please find an original and one copy of the ARTICLES OF DISSOLUTION for the subject corporation. Also enclosed is a check for Eighty-Seven and 50/100 (\$87.50) Dollars for the filing fee of \$35.00 and one certified copy for \$52.50.

After recording the original please return the certified copy to the undersigned.

Thank you for your continued assistance.

Sincerely,


James M. Shuta
Board Certified Tax Attorney

vs NOV 25 1997
Wldis

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned Corporation adopts the following ARTICLES OF DISSOLUTION for the purpose of dissolving the Corporation:

1. The name of the Corporation is:

BRUCE R. ERNST, M.D., P.A.

2. The name and address of its officers is:

BRUCE R. ERNST, M.D.,
President, Secretary & Treasurer
5243 Hanff Lane
New Port Richey, Florida 34656

3. The name and address of the sole Director is:

BRUCE R. ERNST, M.D.
5243 Hanff Lane
New Port Richey, Florida 34656

4. Dissolution was proposed by the Board of Directors on the 12th day of September, 1997 and was authorized by the sole shareholder on the 28TH day of OCTOBER, 1997; all pursuant to Florida Statutes 607.1402.

5. The number of shares cast in favor of dissolution was sufficient for approval.

6. A Certified Copy of the Resolutions to Dissolve the Corporation is hereto attached and incorporated by reference herein.

7. All debts, obligations and liabilities of the Corporation have been paid or discharged.

8. All remaining property and assets of the Corporation have been distributed to the sole shareholder whose name and address is:

BRUCE R. ERNST, M.D.
5243 Hanff Lane
New Port Richey, Florida 34656

DATED the 28TH day of OCTOBER, 1997.

BRUCE R. ERNST, M.D., P.A.

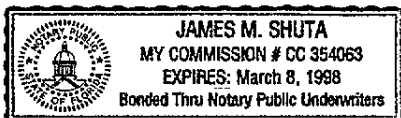
BY: BRUCE R. ERNST

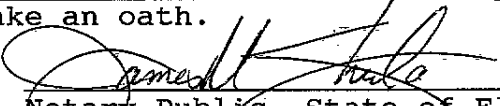
BRUCE R. ERNST, M.D.,
President

FILED
97 NOV 19 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on the 28TH day of OCTOBER, 1997,
the foregoing was acknowledged before me by BRUCE R. ERNST, M.D.,
(X) who is personally known to me or () who produced _____
_____ as identification and who
() did or (X) did not take an oath.




Notary Public, State of Florida

JAMES M. SHUTA
(Printed Name)

My Commission Expires: _____

Commission No. _____

CERTIFIED COPY OF RESOLUTION TO DISSOLVE
BRUCE R. ERNST, M.D., P.A.

I HEREBY CERTIFY that the following Resolutions were unanimously adopted at a Special Meeting of the Sole Shareholder held on the 28TH day of OCTOBER, 1997.

RESOLVED, that sole Shareholder of the Corporation hereby adopts a plan of complete liquidation in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986,

RESOLVED FURTHER, that in accordance with such Plan of Liquidation, the President and Secretary are authorized and directed to see that:

I. The Secretary for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, within thirty (30) days after the sole shareholder adopts the Plan of Liquidation, attaching thereto a certified copy of this Resolution, indicating that the sole shareholder has adopted a plan of complete liquidation pursuant to Section 331, Internal Revenue Code of 1986.

II. That the Corporation, by its duly authorized officers, after paying all of its expenses, distribute its remaining assets, to BRUCE R. ERNST, M.D., in redemption and cancellation of all the outstanding stock of the Corporation as an incident to the plan of complete liquidation hereby adopted by the sole shareholder pursuant to Section 331 of the Internal Revenue Code of 1986;

III. That as soon as practical after the final distribution and transfer of the assets to the sole shareholder in exchange for all the outstanding stock has occurred, the Secretary for the Corporation shall file Articles of Dissolution of the Corporation pursuant to Florida Statutes 607.1403, and that the President of the Corporation is hereby authorized to execute any and all documents necessary to effectuate such dissolution.

IV. That the officers be and they are hereby empowered, authorized and directed to proceed in accordance with the resolutions hereby adopted by the stockholder, said officers being authorized to effectuate the intent of the stockholder to liquidate the Corporation in accordance with a Plan of Liquidation adopted pursuant to Section 331, Internal Revenue Code of 1986.

DATED the 28th day of OCTOBER, 1997.

BRUCE R. ERNST, M.D., P.A.

BY: 

BRUCE R. ERNST, M.D.,
Secretary