

JOEL REINSTEIN

LAW OFFICES  
OF  
**JOEL REINSTEIN**  
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May 20, 1997  
**P94000058027**

AIRBORNE

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**800002188738--7**  
-05/22/97--01118--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: CENTER FOR NUTRITIONAL RESEARCH AND TREATMENT, INC.

Dear Sir or Madam:

Enclosed for filing are the Articles of Dissolution effective April 30, 1997 for the above-referenced corporation, together with our check in the amount of \$35.00, representing your filing fee. Please return a filed copy in the self-addressed stamped envelope.

Thank you for your cooperation in this matter.

Sincerely,

  
Joel Reinstein

JR/wsm

Enclosures-check

cc: Robert E. Sonneborn, M.D.  
Robert M. Colton, M.D.  
Marc Bergman, M.D.  
Ronald L. Blankstein, M.D.  
Seba L. Krumholtz, M.D.  
Rodney S. Cohen, M.D.  
Bernard Kaminetsky, M.D.  
Barbara W. Sonneborn, Esq.  
David Menkhaus, Esq.  
Richard Schuler, Esq.  
Lester Dubow, Esq.  
John Papadakis, C.P.A.  
Gerald R. Lewin, C.P.A.

ARTICLES OF DISSOLUTION

OF

CENTER FOR NUTRITIONAL RESEARCH AND TREATMENT, INC.

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purposes of dissolving the corporation:

1. The name of the corporation filing these Articles of Dissolution is CENTER FOR NUTRITIONAL RESEARCH AND TREATMENT, INC. (the "Corporation").

2. The Corporation elected to dissolve by unanimous written consent of all of its stockholders and directors. A copy of the resolution to dissolve as of April 30, 1997 is attached hereto.

IN WITNESS WHEREOF, the undersigned President and Secretary of CENTER FOR NUTRITIONAL RESEARCH AND TREATMENT, INC. have executed these Articles of Dissolution on behalf of the Corporation as of the 30th day of April, 1997.

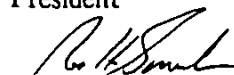
CENTER FOR NUTRITIONAL RESEARCH AND  
TREATMENT, INC.

BY:



Robert M. Colton, M.D.  
President

BY:



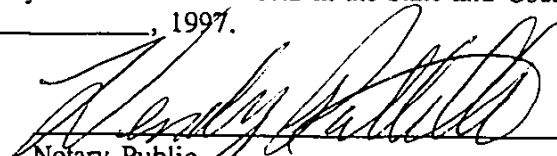
Robert E. Sonneborn, M.D.  
Secretary

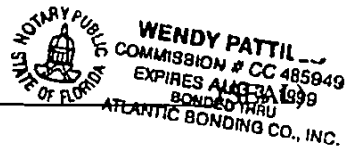
FILED  
APR 30 1997  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA           )  
  ) ss:  
COUNTY OF PALM BEACH    )

**BEFORE ME**, the undersigned authority, personally appeared Robert M. Colton, M.D., the President of CENTER FOR NUTRITIONAL RESEARCH AND TREATMENT, INC., a Florida corporation, and he acknowledged before me that he executed the foregoing Articles of Dissolution at such offices for and on behalf of said Corporation after having been duly authorized to do so.

**WITNESS** my hand and official seal in the State and County aforesaid this 14 day of May, 1997.

  
\_\_\_\_\_  
Notary Public  
State of Florida

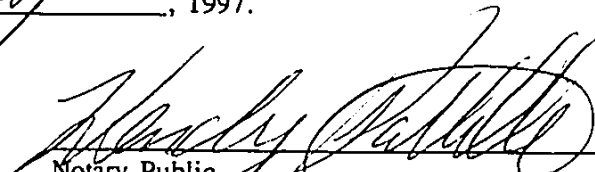


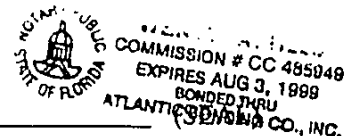
My Commission Expires Aug 3, 1999

STATE OF FLORIDA           )  
  ) ss:  
COUNTY OF PALM BEACH    )

**BEFORE ME**, the undersigned authority, personally appeared Robert E. Sonneborn, M.D., the Secretary of CENTER FOR NUTRITIONAL RESEARCH AND TREATMENT, INC., a Florida corporation, and he acknowledged before me that he executed the foregoing Articles of Dissolution at such offices for and on behalf of said Corporation after having been duly authorized to do so.

**WITNESS** my hand and official seal in the State and County aforesaid this 14 day of May, 1997.

  
\_\_\_\_\_  
Notary Public  
State of Florida




My Commission Expires Aug 3, 1999

SECRETARY'S CERTIFICATE

The undersigned, being the Secretary of CENTER FOR NUTRITIONAL RESEARCH AND TREATMENT, INC., a Florida corporation does hereby certify that the attached is a true and correct copy of resolutions adopted by the Board of Directors and the Stockholders of CENTER FOR NUTRITIONAL RESEARCH AND TREATMENT, INC., effective on April 30, 1997 and filed with the minutes of the Corporation

Dated this 14th day of MAY, 1997.

  
\_\_\_\_\_  
Robert E. Sonneborn, M.D., Secretary

**SPECIAL CORPORATE ACTION  
BY STOCKHOLDERS AND DIRECTORS OF  
CENTER FOR NUTRITIONAL RESEARCH AND TREATMENT, INC.**

The undersigned Stockholders and Directors of CENTER FOR NUTRITIONAL RESEARCH AND TREATMENT, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), do hereby agree, consent to, adopt and order the following corporate action as of the 30th day of April, 1997.

1. Each of the undersigned do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirement that notice of such meeting be given.

2. The following resolutions are hereby unanimously adopted:

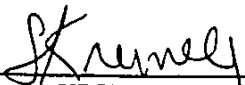
**RESOLVED**, that the Plan of Complete Liquidation and Dissolution, a copy of which is attached hereto as Exhibit "A", is hereby authorized and approved;

**FURTHER RESOLVED**, that the President and Secretary of the Corporation are hereby authorized and directed to take any and all action necessary to effectuate the foregoing resolutions.

**IN WITNESS WHEREOF**, the undersigned Stockholders and Directors have executed the foregoing Special Corporate Action by Stockholders and Directors for the purpose of giving their consent thereto.

**STOCKHOLDERS:**

  
\_\_\_\_\_  
ROBERT E. SONNEBORN, M.D.

  
\_\_\_\_\_  
SEBA L. KRUMHOLTZ, M.D.

**DIRECTORS:**

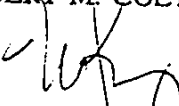
  
\_\_\_\_\_  
ROBERT E. SONNEBORN, M.D.

  
\_\_\_\_\_  
SEBA L. KRUMHOLTZ, M.D.

STOCKHOLDERS:

  
RODNEY S. COHEN, M.D.

  
ROBERT M. COLTON, M.D.

  
MARC BERGMAN, M.D.

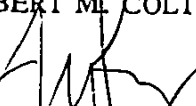
  
RONALD L. BLANKSTEIN, M.D.

  
BERNARD KAMINETSKY, M.D.

DIRECTORS:

  
RODNEY S. COHEN, M.D.

  
ROBERT M. COLTON, M.D.

  
MARC BERGMAN, M.D.

  
RONALD L. BLANKSTEIN, M.D.

  
BERNARD KAMINETSKY, M.D.