

J. DANIEL BREDE

Professional Association
Attorney at Law

Suite 201, East Building
1900 Corporate Blvd., N.W.
Boca Raton, FL 33431

(561) 241-8996

FAX (561) 241-7859

P94000064512
September 29, 1997

Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

Re: Hertz & Adler, P.A.

Dear Sir/Madam:

Enclosed are the Articles of Dissolution for the captioned corporation. Also enclosed is a check in the amount of \$35.00 to cover the fee.

Please direct any questions to the undersigned at the above address.

Sincerely yours,



J. DANIEL BREDE

JDB/
Enclosures

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Diss.
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 29 AM 8:32

ARTICLES OF DISSOLUTION

FOR

HERTZ & ADLER, P.A.

Pursuant to Florida Statutes, Chapter 621 and Sections 607.1402 and 607.1403, these Articles of Dissolution are hereby filed by HERTZ & ADLER, P.A. a Florida corporation, Florida document number P94000064512.

1. The name of the Corporation is HERTZ & ADLER, P.A.
2. Dissolution of this Corporation has been authorized by unanimous agreement of the shareholders by Consent Resolution dated September 26, 1997. The number of shareholders' votes cast in favor of dissolution was sufficient for approval.
3. The effective date for dissolution is the date these Articles of Dissolution are filed with the Florida Department of State.

ATTESTED:

By: Sidney J. Adler
SIDNEY J. ADLER, M.D.
Its Secretary

HERTZ & ADLER, P.A.

By: Michael I. Hertz
MICHAEL I. HERTZ, M.D.
Its President

STATE OF FLORIDA)

)SS

COUNTY OF PALM BEACH)

)

Before me appeared MICHAEL I. HERTZ, M.D., the President of HERTZ & ADLER, P.A., to me well known and known to me to be the person described in and who executed the foregoing instrument as President of Hertz & Adler, P.A., on behalf of said professional association, and swore to and acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 26 day of September, 1997.



J DANIEL BREDE
My Commission CC365662
Expires Oct. 24, 2000

Paul Moore
Notary Public
My Commission Expires:

WRITTEN CONSENT FOR CORPORATE ACTION

BY SHAREHOLDERS OF

HERTZ & ADLER, P.A.

Pursuant to Florida Statutes Section 607.0704, the shareholders of HERTZ & ADLER, P.A., a Florida Professional Association (the "Corporation"), do hereby agree, consent to, adopt and order the following:

1. Each of the undersigned, constituting 100% of the shareholders of the Corporation, hereby waives 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 adopted and approved:

RESOLVED, that the shareholders of the Corporation consent to the liquidation and dissolution of the Corporation; and it is

FURTHER RESOLVED, that the Corporation shall pay all of its debts, and assign any and all of its remaining assets of any kind whatsoever to its shareholders; and it is

FURTHER RESOLVED, that Michael I. Hertz, as President of the Corporation be, and he hereby is, authorized and directed to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions and shall cause to be filed with the Florida Department of State the Articles of Dissolution executed by the Corporation through its President.

3. This Consent Resolution has been delivered to the Corporation this date.

4. The action contained herein shall be effective as of the date the Articles of Dissolution are filed with the Florida Department of State.

Dated: September 26, 1997

SHAREHOLDERS:


MICHAEL I. HERTZ


SIDNEY J. ADLER