

GUADALUPE GUHL PARALEOAL DIRECT: (816) 983-8514 2300 MAIN STREET - SUITE 1100 KANSAS CITY, MISSOURI 64108 P.O. 80X 419777-64141-6777 (816) 983-8000 FAX: (816) 983-8080 OVERLAND PARK, KANSAS OMAHA, NEBRASKA SPRINGFIELD, MISSOURI LONDON, ENGLAND

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August 12, 1997

## VIA FEDERAL EXPRESS

Florida Department of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

Re: Fort Lauderdale Pharmacy, Inc.

Dear Sir or Madam:

Enclosed are two original copies of the Articles of Dissolution and a copy of the Written Consent of The Sole Shareholder consenting to the dissolution of the referenced corporation. Also enclosed is a company check in the amount of \$35 for the applicable filing fee.

Please file the Articles of Dissolution and return to us by Federal Express a filed-stamped copy at your earliest convenience. The firm's Federal Express account number is 06401046-8.

If you have any questions or concerns regarding this filing, please call the undersigned.

Very truly yours,

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Guadalupe Guhl Paralegal

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8-25-97

Otis H. Cowan, Esq.

GG/lg Enclosures

cc:

KC1-320043.1

## **ARTICLES OF DISSOLUTION**

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SECRETARY OF STATE TALLAHASSEE. FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: Ft. Lauderdale Pharmacy, Inc.
SECOND:	The date dissolution was authorized: July 8, 1997
THIRD:	Adoption of Dissolution (CHECK ONE)
Diss was	olution was approved by the shareholders. The number of votes cast for dissolution sufficient for approval.
Disse	plution was approved by vote of the shareholders through voting groups.
Ti er	he following statement must be separately provided for each voting group atitled to vote separately on the plan to dissolve:
The	number of votes cast for dissolution was sufficient for approval by
	(voting group)
Signed this day of, 19 9 7	
Signature	
	Phillip D. Short (Typed or printed name)
	President

(Title)

## WRITTEN CONSENT OF THE SOLE SHAREHOLDER OF FT. LAUDERDALE PHARMACY, INC.

## July 8, 1997

The undersigned, being the sole shareholder of Ft. Lauderdale Pharmacy, Inc., a Florida corporation (the "<u>Corporation</u>"), does hereby consent to the adoption of the following resolutions:

WHEREAS, the sole shareholder of the Corporation desires to dissolve and liquidate the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the sole shareholder of the Corporation does hereby authorize the dissolution and liquidation of the Corporation, which shall be accomplished pursuant to the provisions of section 607.1403 of the Florida Statutes;

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to execute any and all documents necessary and proper, and to take any and all other actions necessary and proper in connection with the dissolution and liquidation of the Corporation, including the filing of all appropriate documents with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent the day and year first above written.

SHAREHOLDER:

Phillip D. Short

KC1-305222.1