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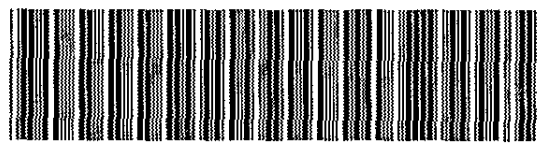
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Dissolution



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02 OCT 23 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN OCT 24 2002



Innovative Clinical Solutions, Ltd.

October 18, 2002

Division of Corporations
Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

Re: Dissolution of Breathco Incorporated
Dissolution of CCC Indiana Lithotripsy, Inc.
Dissolution of DDC Real Estate Corp.
Dissolution of Oncology Therapies of America, Inc.
Dissolution of PhyMatrix Management Company, Inc.
Dissolution of PhyMatrix Pulmonary Network, Inc.
Dissolution of Physicians Consultant and Management Corporation of North
Carolina
Dissolution of Urology Consultants of South Florida, Inc.

Withdrawal of PhyMatrix Corp.

Dear Sir/Madam:

Enclosed please find a Written Consent of the Stockholder and Articles of Dissolution for the above-referenced eight entities. Also, enclosed please find a Transmittal Letter and Application by Foreign Corporation for Withdrawal of Authority for PhyMatrix Corp.

I am enclosing our check in the amount of \$315, which is payment of the \$35 filing fee for the nine entities.

Please do not hesitate to contact me at 401-868-6633 if you have any questions or concerns.

Sincerely,

Laura G. Otzel
Paralegal

Enclosures


ARTICLES OF DISSOLUTION

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403, Florida Statutes, this Corporation submits the following Articles of Dissolution:

- FIRST: The name of the Corporation is Physicians Consultant and Management Corporation of North Carolina.
- SECOND: The date dissolution was authorized was September 23, 2002.
- THIRD: Dissolution was approved by the sole shareholder of the Corporation.

Signed this 25th day of September, 2002.



Michael T. Hoffmann
President and Chief Executive Officer

**PHYSICIANS CONSULTANT AND MANAGEMENT CORPORATION
OF NORTH CAROLINA**

WRITTEN CONSENT OF THE STOCKHOLDER

The undersigned, being the sole stockholder of the Corporation, hereby consents to the following action:

RESOLVED that the Corporation be hereby dissolved.


Michael T. Heffernan
President & Chief Executive Officer
Innovative Clinical Solutions, Ltd.