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July 17, 1997

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Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/08/97--01095--012
*****43.75 *****43.75

Re: Atlantic Surgical Equipment, Inc.

Dear Sir or Madam:

Enclosed is Articles of Dissolution for the above-named corporation for filing with your office. Also enclosed is our check in the total amount of \$43.75 covering the \$35.00 filing fee and \$8.75 for a Certificate of Status. Please return the Certificate of Status to us in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Cordially yours,

Carter A. Bradford

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

91 AUG -8 AM 1:35

APPROVED
AND
FILED

CAB:mn
Enclosure

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*Sent at Sta

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ARTICLES OF DISSOLUTION

OF

ATLANTIC SURGICAL EQUIPMENT INC.

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, these Articles of Dissolution provide that:

ARTICLE I - NAME

The name of the corporation is ATLANTIC SURGICAL EQUIPMENT INC.

ARTICLE II - DATE DISSOLUTION AUTHORIZED

The dissolution was authorized by the corporation's sole shareholder on July 16, 1997.

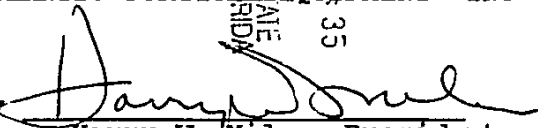
ARTICLE III - SHAREHOLDER APPROVAL

The dissolution was approved by the Corporation's sole shareholder, which is sufficient for dissolution of the Corporation.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer on July 16, 1997.

ATLANTIC SURGICAL EQUIPMENT INC

By


Harry W. Miles, President

97 AUG 16 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED

ATLANTIC SURGICAL EQUIPMENT, INC.
CONSENT OF SHAREHOLDER
IN LIEU OF MEETING

The undersigned, constituting the sole shareholder of ATLANTIC SURGICAL EQUIPMENT INC., a Florida corporation (the "Corporation"), consents to and adopts the following resolution effective on the date set forth below:

1. RESOLVED, that ATLANTIC SURGICAL EQUIPMENT INC., a Florida corporation be dissolved. The President is authorized and instructed to file Articles of Dissolution in accordance with the Florida Statutes.
2. As required by Florida Statutes Section 607.0704(1), the Shareholder will cause this written consent to be delivered to the Corporation's secretary within 60 days after the date set forth below.

Dated: July 17, 1997.

ATLANTIC SURGICAL EQUIPMENT INC.
Sole Shareholder

A handwritten signature in cursive script, appearing to read "Harry W. Miles", is written over a horizontal line.

Harry W. Miles, Sole Shareholder