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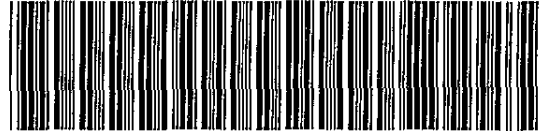
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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December 16, 2003

FEDERAL EXPRESS

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

Re: University Clinical Associates, Inc., a Florida corporation

Dear Sir or Madam:

In connection with finalizing the liquidation and winding up of the above-referenced corporation, enclosed please find:

1. Original and one copy of Articles of Dissolution;
2. Our firm's check in the amount of \$35, representing the appropriate filing fee; and
3. A self-addressed stamped envelope in which to return a date-stamped copy of the filed document.

Thank you for your assistance in this matter. If you have any questions or comments, please call me.

Very truly yours,

Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

enclosures

cc: Robert A. Wacks, M.D. (w/enc.)
Ms. Jeanne D'Arcy (w/enc.)

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ARTICLES OF DISSOLUTION
OF
UNIVERSITY CLINICAL ASSOCIATES, INC.

FILED
03 DEC 17 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute section 607.1403, the undersigned officer of UNIVERSITY CLINICAL ASSOCIATES, INC. (the "Corporation") hereby submits these Articles of Dissolution:

FIRST: The name of the Corporation is UNIVERSITY CLINICAL ASSOCIATES, INC.

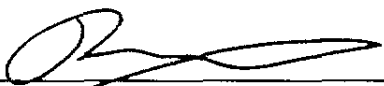
SECOND: The date dissolution was authorized was January 6, 2003.

THIRD: Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

SIGNED this 15 day of November, 2003.

UNIVERSITY CLINICAL ASSOCIATES, INC.

By: _____


Bruce W. Moskowitz, M.D., President