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JAY WOLFSON

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1 March 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Secretary Harris:

Pursuant to a directive of the Shareholders and Corporate Officers of Dermcorp, Inc., a Florida Corporation, I have been instructed to submit to you the attached Articles of Dissolution and the Consent by Shareholders to Voluntary Dissolution of the said Corporation.

The Corporation has been inactive for almost two years and the Shareholders have decided to dissolve the Corporation.

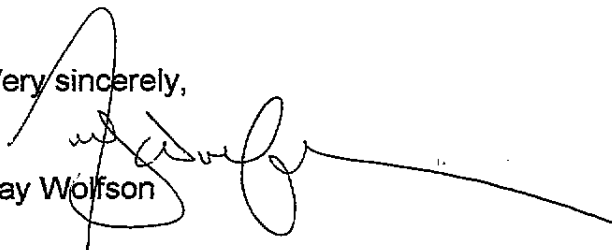
By filing these documents, it is my understanding that your office will determine if these documents conform to law, and that upon such finding, the existence of the Corporation shall cease.

Should you have any questions, or require additional information, please feel free to contact me.

Thank you for your assistance in this matter.

Very sincerely,

Jay Wolfson



FILED
99 MAR -9 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Diss-
3-11-99
cc

**ARTICLES OF DISSOLUTION
DERMCORP, INC.**

1. The name of the corporation to be dissolved is the Dermcorp, Inc.
2. The names and respective addresses of the corporation's officers and directors are:
 - President
Thomas Trunnell, MD
13801 Bruce B. Downs Blvd.
Tampa, Florida 33613
 - Vice President
Roger Golomb, MD
1122 Druid Road
Largo, Florida
 - Secretary
Richard Miller, DO
1401 East Bay Drive
Largo, Florida
3. The corporation has no liabilities and no obligations.
4. The corporation has no remaining property and no assets. Any previous property or assets have been distributed among its shareholders in accordance with their respective rights and interests, and no property remains for distribution.
5. There are no actions pending against the corporation in any court and there are no judgements to be satisfied and no orders or decrees which may be entered against the corporation in any pending action.
6. This corporation has elected to dissolve by consent of the shareholders, and a copy of such written consent to dissolve is attached to these Articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Dissolution are executed by the President and Secretary of the Corporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Dissolution on this 2 day of March 1999

Executed by:

Thomas Trunnell MD
Thomas Trunnell, MD

3/2/99
Date

State of Florida)
In Hillsborough County, Florida)

Before me personally appeared Thomas Trunnell, M.D., known to be to be the person described in and who executed the foregoing Articles of Dissolution and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this _____ day of March 1999

Notary Public, State of Florida
My Commission expires:
(Seal)



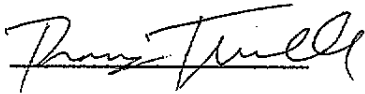
JAY WOLFSON
My Commission CC496278
Expires Sep. 18, 1999

**VOLUNTARY DISSOLUTION OF CORPORATION
BY CONSENT OF SHAREHOLDERS**

Be it resolved by Board of Directors and Shareholders of Dermcorp, Inc., a Florida Corporation, that on 9 February 1999, the Shareholders did meet to vote on the dissolution of the Corporation. Thirteen of the Fourteen Shareholders holding share in Dermcorp, Inc. voted to voluntarily dissolve the corporation.

By supermajority consent of the Shareholders of Dermcorp, Inc., the Shareholder instructed corporate counsel to draft Articles of Dissolution, and to deliver said articles, with this Shareholder's consent, to the Florida Department of State prior to 1 May 1999.

This written consent is executed below by all of the Shareholders of the Corporation.



Thomas Trunnell, MD
President
Dermcorp, Inc.
13801 Bruce B. Downs
Tampa, Florida 33613
813-977-1024