

P95000057631



ACCOUNT NO. : 072100000032

REFERENCE : 084960 5011226

AUTHORIZATION :

*Patricia Piggott*

COST LIMIT : \$ 35.00

FILED  
98 DEC 31 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 31, 1998

ORDER TIME : 10:56 AM

ORDER NO. : 084960-005

CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst  
Gray Harris & Robinson  
S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

DOMESTIC FILINGS

800002727878--9

NAME: PHYSICIANS BUSINESS NETWORK,  
INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: \_\_\_\_\_

*UoB's*

VS JAN 4 1999

RECEIVED  
98 DEC 31 AM 11:52  
DIVISION OF CORPORATION

**ARTICLES OF DISSOLUTION OF  
PHYSICIANS BUSINESS NETWORK, INC.**  
A Florida Corporation

FILED  
98 DEC 31 PM 2: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation is PHYSICIANS BUSINESS NETWORK, INC.

ARTICLE II. DATE DISSOLUTION WAS AUTHORIZED BY SHAREHOLDERS

The dissolution of this Corporation was authorized and approved by a majority vote of all Shareholders entitled to vote on this proposal on August 31, 1998, and therefore is sufficient within the meaning of Section 607.1403(1)(c), Florida Statutes.


ARTICLE III. EFFECTIVE DATE OF DISSOLUTION

The effective date of dissolution of this Corporation shall be December 31, 1998.

ARTICLE IV. PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

A copy of the Plan of Complete Liquidation and Dissolution of this Corporation is attached hereto.

PHYSICIANS BUSINESS NETWORK, INC.

By:   
James Carlsen, M.D., President

C E R T I F I C A T E

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of  
PHYSICIANS BUSINESS NETWORK, INC., a Florida corporation (hereinafter referred to as  
the "Corporation"), and the keeper of the records and the corporate seal of said Corporation; that  
the attached is a true and correct copy of the Plan of Complete Liquidation and Dissolution as  
adopted by the Board of Directors of the Corporation on the 28th day of December, 1998.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary, and have  
caused the corporate seal of said Corporation to be hereto affixed this 28th day of December,  
1998.

PHYSICIANS BUSINESS NETWORK, INC.

By: Jeffrey T. House, M.D., Secretary

(CORPORATE SEAL)

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION  
OF PHYSICIANS BUSINESS NETWORK, INC.**

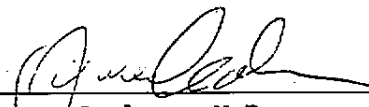
1. PHYSICIANS BUSINESS NETWORK, INC., a Florida corporation (the "Corporation"), has issued and outstanding Two Hundred Two Thousand (202,000) shares of Class A Voting Common Stock having a par value of \$0.01 per share, Five Hundred Thousand (500,000) shares of Class B Voting Common Stock having a par value of \$0.01 per share, and Two Hundred Thousand (200,000) shares of Class C Non-Voting Stock have a par value of \$0.01 per share.
2. The Corporation will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section 607.1405, Florida Statutes.
3. The effective date of this Plan of Complete Liquidation and Dissolution shall be December 31, 1998.
4. The Directors and President of the Corporation are authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.
5. In connection with Paragraph 4 above, the Directors and President of the Corporation are authorized to distribute all of the assets of the Corporation in cash or in kind in one distribution or a series of distributions in partial payment of that certain intercompany debt in the amount of \$931,842.41 owed by the Corporation to its Shareholder, The Joseph L. Riley Anesthesia Associates, P.A., and thereafter, to distribute any remaining assets in complete liquidation within the meaning of Sections 332 and 337 of the Internal Revenue Code of 1986, as amended.

6. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this Plan of Complete Liquidation and Dissolution.

7. The Directors and President of the Corporation are authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns in connection with this Plan of Complete Liquidation and Dissolution.

8. The Directors and President of the Corporation are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The Directors, officers and agents of the Corporation shall be held harmless by the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

PHYSICIANS BUSINESS NETWORK, INC.

By:   
James Carlsen, M.D., President