

**P 950000 88111**

Requestor's Name

1255.7-002 88m  
LAW OFFICES

Zack, Sparber, Kosnitzky,  
Spratt & Brooks

PROFESSIONAL ASSOCIATION  
ONE INTERNATIONAL PLACE  
SUITE 2800  
Miami, Florida 33131-2144

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1. \_\_\_\_\_ (Corporation Name) (Document #)
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TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VOLDIS  
KRG  
8/27

**ARTICLES OF DISSOLUTION**  
**OF**  
**VISION HEALTHCARE SYSTEMS, INC.**

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TALLAHASSEE, FLORIDA

VISION HEALTHCARE SYSTEMS, INC., a Florida corporation (the "Corporation"), by its President, for the purpose of complying with the provisions of Section 607.1403 of the Florida Business Corporation Act relating to the filing of Articles of Dissolution, does hereby execute the following Articles of Dissolution.

1. Name of the Corporation:  
  
VISION HEALTHCARE SYSTEMS, INC.
2. The foregoing dissolution was authorized by the sole Director of the Corporation by written consent as of the 3 day of ~~May~~<sup>August</sup>, 1997 and approved by the sole Shareholder of the Corporation by written consent as of the 3 day of ~~May~~<sup>August</sup>, 1997.
3. The number of votes cast for dissolution by the sole Shareholder was sufficient for approval of the action authorizing such dissolution.
4. The dissolution contemplated herein shall become effective upon filing of these Articles of Dissolution with the Department of State, pursuant to Section 607.1403 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the President has executed these Articles of Dissolution, as of this 3 day of ~~June~~<sup>August</sup>, 1997.

VISION HEALTHCARE SYSTEMS, INC.

By: Isabel Solo  
ISABEL SOLO, PRESIDENT

## AGREEMENT AND PLAN OF LIQUIDATION

AGREEMENT AND PLAN OF LIQUIDATION is made this 3 day of <sup>August</sup> ~~June~~, 1997, by and between VISION HEALTHCARE SYSTEMS, INC., a Florida corporation (the "Corporation"), and Isabel Solo (the "Shareholder").

WHEREAS, the Shareholder owns 25 shares of common stock of the Corporation, no par value, which shares constitute all of the issued and outstanding common stock of the Corporation; and

WHEREAS, the Shareholder desires to approve, authorize and consent to the voluntary dissolution of the Corporation in accordance with Section 607.1403 of the Florida Business Corporation Act (the "Act").

NOW, THEREFORE, the foregoing parties hereby agree as follows:

1. The Shareholder approves, authorizes and consents to the voluntary dissolution of the Corporation, such dissolution to be effective upon the filing of the Articles of Dissolution with the Florida Department of State, and in accordance with the plan of liquidation set forth in this Agreement.

2. The Shareholder hereby authorizes the officers of the Corporation to pay all fees related to the dissolution of the Corporation and to file the Articles of Dissolution with the Florida Department of State and all other documents necessary to effectuate the dissolution of the Corporation.

3. The Shareholder hereby resolves that after payment of the Corporation's debts, or provision is made therefor in accordance with Section 607.1406(10) of the Act, the officers of the Corporation shall distribute, assign and transfer to the Shareholder all of the remaining property of the Corporation, together with all of the Corporation's rights, title and interests in and to such property, in complete redemption and cancellation of all of the Corporation's issued and outstanding capital stock, such distribution to be made as of the effective date of dissolution as provided in Section 1 hereof.

IN WITNESS WHEREOF, the foregoing parties have caused this Agreement and Plan of Liquidation to be executed as of the day and year first above written.

CORPORATION:  
VISION HEALTHCARE SYSTEMS, INC.

By: Isabel Solo  
Isabel Solo, President

SHAREHOLDER:

Isabel Solo  
Isabel Solo