

P96000023543

STEEL HECTOR & DAVIS LLP
Requestor's Name
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Address
TALLAHASSEE 222-2300
City/State/Zip Phone #
CONTACT: ELIZABETH

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PRIMARY CARE ASSOCIATES, INC. P96000023543
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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 checked="" 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

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Examiner's Initials CC

**ARTICLES OF DISSOLUTION
OF
PRIMARY CARE ASSOCIATES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Primary Care Associates, a Florida corporation (the "Corporation"), desires to dissolve its corporate status pursuant to Sections 607.1402(6) and 607.1403 of the Florida Business Corporation Act, and hereby states as follows:

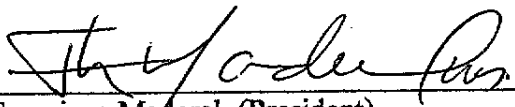
ARTICLE I - NAME OF CORPORATION

The name of the corporation is Primary Care Associates, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - DATE OF AUTHORIZATION

These Articles of Dissolution were adopted by the holders of all of the outstanding shares of common stock of the Corporation as the sole voting group of the Corporation, in a duly called meeting held on the 30 day of December 1998, at which there was a sufficient vote for approval by the shareholders.

IN WITNESS WHEREOF, Primary Care Associates, Inc. has caused these Articles of Dissolution to be executed on its behalf on this 30 day of December, 1998.



Francisco Maderal, (President)

SHAREHOLDERS' WRITTEN CONSENT TO ACTION


Pursuant to Section 607.0704 of the Florida Business Corporation Act, the undersigned, being the holders of all of the outstanding shares of capital stock of Primary Care Associates, Inc., a Florida corporation (the "Corporation"), hereby authorize, approve and consent to the following actions in lieu of holding a special meeting of the shareholders:

RESOLVED, that the Corporation shall cease to transact business and shall be dissolved; and it is

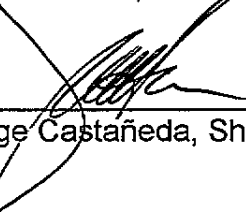
FURTHER RESOLVED, that the Corporation hereby adopts the Plan of Liquidation and Dissolution in the form attached hereto as Exhibit A and made a part hereof by reference; and it is

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to execute the Articles of Dissolution (the "Articles"), to file the Articles with the Department of State of the State of Florida and to execute and file such returns or other instruments as may be required by the Internal Revenue Service, Florida Department of Revenue or Florida Department of State.


Dated this 30 day of December, 1998.



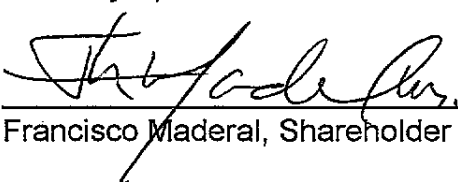
Victor Padilla, Shareholder



Jorge Castañeda, Shareholder



Victor Pina, Shareholder



Francisco Maderal, Shareholder

EXHIBIT "A"
PLAN OF LIQUIDATION AND DISSOLUTION

1. The officers are authorized and directed to proceed promptly to wind up the affairs of Primary Care Associates, Inc. (the "Corporation"); to collect and reduce to possession the assets of the Corporation; to pay or provide for any and all debts, obligations and liabilities of the Corporation; and to distribute any remaining property or assets of the Corporation to the sole shareholder of the Corporation.

2. The officers of the Corporation are authorized to take any and all necessary actions to dissolve the Corporation in accordance with Section 607.1403 and the other applicable sections of the Florida Business Corporation Act (1995), and the applicable sections of the Internal Revenue Code of 1986, as amended.

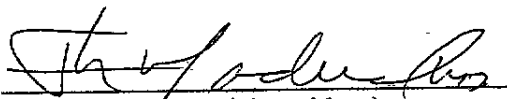
PRIMARY CARE ASSOCIATES, INC.
ASSIGNMENT OF CORPORATE ASSETS AND
ASSUMPTION OF LIABILITIES IN LIQUIDATION

The undersigned, Primary Care Associates, Inc., a Florida corporation, hereby assigns in liquidation all of its rights, title and interest in and to all of its property, real and personal, tangible and intangible, known and unknown, to its shareholders.

This assignment is in complete satisfaction of the rights of the shareholders of the undersigned, in consideration of the cancellation of all of such shareholders' shares in the undersigned and the assumption by such shareholders of the liabilities (including all tax liabilities, state and federal income tax or otherwise) of the undersigned to the extent only of its property received.

Dated this 30 day of December, 1998.

PRIMARY CARE ASSOCIATES, INC.,
A Florida corporation

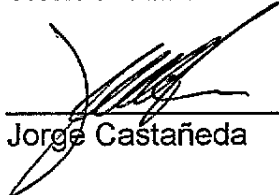
By: 
Francisco Maderal (President)

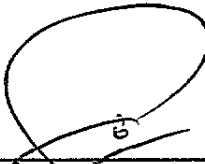
The undersigned, constituting all of the shareholders of Primary Care Associates, Inc., a Florida corporation, (the "Corporation") do hereby accept the assignment of all of the assets of the Corporation, in exchange for the cancellation of all of the shares held by such shareholders in the said Corporation and assumption of all liabilities of the Corporation (including all tax liabilities, state and federal income tax or otherwise) but only to the extent of the assets received.

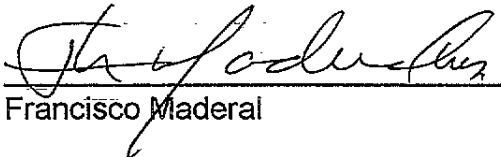
Dated this 30 day of December, 1998

****SIGNATURES ON NEXT PAGE****



Victor Padilla

Jorge Castañeda

Victor Piña

Francisco Maderal

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PRIMARY CARE ASSOCIATES, INC.
Minutes to Meeting

Date of Meeting: December 30, 1998, Wednesday
Time: 1:00 pm
Location: 2140 W. 68th Street, #305
Hialeah, FL 33016

Those present: Francisco Maderal, Victor Pina, Jorge Castaneda

First topic discussed - The removal of Manuel A. Fernandez as President of Primary Care Associates, Inc.

Vote: All those present are in favor.

Second topic discussed - The appointment of Francisco Maderal as President of Primary Care Associates, Inc.

Vote: All those present are in favor.

Third topic discussed - The dissolution of Primary Care Associates, Inc.

Vote: All those present are in favor.

Meeting Adjourned: 1:30 pm

Minutes taken by: Tammy A. Cruanes