

JUN-18-2004 10:12
Division of Corporations

C T CORPORATION

P.01
Page 1 of 1

P96000032082

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000128910 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

RECEIVED
04 JUN 18 AM 10:17
DIVISION OF CORPORATIONS

FILED
04 JUN 18 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DISSOLUTION

SPECTERA VISION SERVICES OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing

Public Access Help

11/um. Diss.
06/18/04

DC

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation as currently filed with the Department of State:

Spectra Vision Services of Florida, Inc.

SECOND: The document number of the corporation (if known): P96000032082

THIRD: The date dissolution was authorized: June 14, 2004

Effective date of dissolution if applicable: June 30, 2004

(no more than 90 days after dissolution file date)

FOURTH: Adoption of Dissolution (CHECK ONE)

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

☐ Dissolution was approved by of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 14th day of June, 2004

Signature: 

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

Thad C. Johnson

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

Filing Fee: \$35

FILED
04 JUN 18 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WRITTEN ACTION
OF THE
BOARD OF DIRECTORS
OF
SPECTERA VISION SERVICES OF FLORIDA, INC.**

The undersigned, being all of the Board of the Directors of Spectera Vision Services of Florida, Inc., a Florida corporation (hereinafter the "Corporation"), in accordance with the authority contained in Section 607.0821 of the Florida Business Corporation Act, in lieu of holding a meeting to consider the same, hereby adopt and approve the following corporate resolutions and instruct the Secretary to file this writing with the minutes of the Corporation.

Waiver of Notice

RESOLVED, that any notice required by applicable law, the Corporation's Articles of Incorporation or Bylaws relating to the actions taken herein, is hereby waived.

Approval of Voluntary Dissolution and Recommendation to Shareholder

WHEREAS, after careful study, management has recommended that the Corporation be voluntarily dissolved; and

WHEREAS, it is deemed in the best interests of the Corporation and its sole shareholder that the Corporation be voluntarily dissolved; and

WHEREAS, on February 23, 2004, the Florida Department of Financial Services granted approval for the surrender of the Corporation's Certificate of Authority as a Prepaid Limited Health Service Organization; and

WHEREAS, on May 24, 2004, a Tax Clearance was issued to the Corporation by the Florida Department of Revenue; and

WHEREAS, management has recommended the approval of Articles of Dissolution (hereinafter, the "Articles"), pursuant to which this Corporation shall be voluntarily dissolved and shall cease to exist; and

WHEREAS, the Board of Directors has reviewed the said Articles, attached hereto as Exhibit A, and has determined that consummation of the voluntary dissolution authorized therein is in the best interests of the Corporation and its sole shareholder; and

WHEREAS, pursuant to Section 607.1402 of the Florida Business Corporation Act, the Board of Directors must recommend dissolution to the shareholders of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the following resolutions be adopted:

RESOLVED, that the Articles of Dissolution, attached hereto as Exhibit A, and the dissolution of the Corporation as provided therein, are hereby approved.

FURTHER RESOLVED, that this Resolution to Recommend Voluntary Dissolution is hereby approved and shall be presented to the Corporation's sole shareholder, Spectera, Inc.

FURTHER RESOLVED, that this Corporation shall voluntarily dissolve, effective June 30, 2004, or upon the quarter end following the date of approval from the Florida Department of State.

FURTHER RESOLVED, that the proper officers of this Corporation be, and they hereby are, directed and authorized (i) to execute the Articles of Dissolution and other documents necessary or

appropriate to consummate the dissolution of the Corporation; (ii) to make such filings on behalf of the Corporation with any regulatory agencies of the state of Florida as may be necessary or appropriate to effect the dissolution of the Corporation; and (iii) to take all required or appropriate action to complete the dissolution as provided by the Articles of Dissolution.

FURTHER RESOLVED, that the Corporation, and each of its officers and directors, are hereby authorized to take any and all action necessary to implement and effect the foregoing resolutions and the Board of Directors hereby approves, ratifies and confirms all action taken by the Corporation and its officers prior to the effective date hereof in order to implement these resolutions.

Dated: June 4, 2004



David S. Wichmann

David T. Hall


David L. Sparkman

FURTHER RESOLVED, that the proper officers of this Corporation be, and they hereby are, directed and authorized (i) to execute the Articles of Dissolution and other documents necessary or appropriate to consummate the dissolution of the Corporation; (ii) to make such filings on behalf of the Corporation with any regulatory agencies of the state of Florida as may be necessary or appropriate to effect the dissolution of the Corporation; and (iii) to take all required or appropriate action to complete the dissolution as provided by the Articles of Dissolution.

FURTHER RESOLVED, that the Corporation, and each of its officers and directors, are hereby authorized to take any and all action necessary to implement and effect the foregoing resolutions and the Board of Directors hereby approves, ratifies and confirms all action taken by the Corporation and its officers prior to the effective date hereof in order to implement these resolutions.

Dated: June 14, 2004

David S. Wichmann



David T. Hall

David L. Sparkman

WRITTEN ACTION
OF THE
SOLE SHAREHOLDER
OF
SPECTERA VISION SERVICES OF FLORIDA, INC.

The undersigned, being the duly authorized representative of Spectera, Inc., a Maryland corporation and the sole shareholder of Spectera Vision Services of Florida, Inc. (the "Corporation"), a Florida corporation, in lieu of holding a meeting to consider the same, hereby adopts and approves the following corporate resolutions and instructs the Secretary to file this writing with the minutes of the Corporation.

Waiver of Notice

RESOLVED, that any notice required by applicable law, the Corporation's Articles of Incorporation or Bylaws relating to the actions taken herein, is hereby waived.

Approval of Resolution to Recommend Voluntary Dissolution and Approval of Voluntary Dissolution

WHEREAS, the Articles of Dissolution, attached hereto as Exhibit A (the "Articles"), have been presented by the Board of Directors of the Corporation to the sole shareholder for review; and

WHEREAS, the sole shareholder has received and reviewed the said Articles; and

WHEREAS, the sole shareholder has determined that it is in the best interests of the Corporation and its sole shareholder that the Corporation be voluntarily dissolved.

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Dissolution, attached hereto as Exhibit A, are hereby approved.

FURTHER RESOLVED, that the officers and directors of the Corporation shall be, and they hereby are, authorized and directed (i) to execute the Articles of Dissolution and other documents necessary or appropriate to consummate the dissolution of the Corporation; (ii) to make such filings on behalf of the Corporation with any regulatory agencies of the state of Florida as may be necessary or appropriate to effect the dissolution of the Corporation; and (iii) to take all required or appropriate action to complete the dissolution as provided by the Articles of Dissolution.

FURTHER RESOLVED, that as the sole shareholder and sole voting class, voluntary dissolution of the Corporation is hereby approved.

FURTHER RESOLVED, that the effective date of said voluntary dissolution shall be June 30, 2004, or upon the quarter end following the date of approval from the Florida Department of State.

Dated: June 14, 2004

SPECTERA, INC.
Sole Shareholder


Thad C. Johnson, Assistant Secretary