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ROWLETT W. BRYANT
CLIFFORD C. HIGBY
CECILIA REDDING BOYD

FILED
99 MAR 29 PM 1:00
LYNN C. HIGBY
(1938-1992)
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 25, 1999

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-03/29/99-01073-018
*****35.00 *****35.00

Office of the Secretary of State
Division of Corporations
P. O. Box 2368
Tallahassee, Florida 32399

Re: Brain and Spine Center, P. A.
Brain and Spine, L.L.C., Limited Liability Company

Gentlemen:

Please find enclosed Articles of Dissolution of Brain and Spine Center, P. A. My check in the sum of \$35.00 representing the fee for filing these Articles is attached.

I have also enclosed Articles of Organization of Brain and Spine, L.L.C., a Limited Liability Company, and a Registered Agent's certificate for this newly formed organization. My firm check in the sum of \$337.50, representing the \$250.00 filing fee for the Articles, \$35.00 for the Registered Agent Certificate and \$52.50 for a certified copy of the Articles is also enclosed.

We would like to have Brain and Spine Center, P. A. dissolved and a Certificate of Dissolution issued and at the same time, Certificate of Organization issued for Brain and Spine, L.L.C.; thus, the simultaneous filing.

If there is any problem with the Articles of the Limited Liability Company, please call me collect at the number above so that I may do whatever is necessary to ensure that the name of Brain and Spine is reserved until I can make any correction, etc., you might require.

I understand that dissolutions and incorporations are handled by separate departments and the enclosed papers may get separated. For that reason, I am enclosing two copies of this letter and would appreciate it if you would attach a copy

*Spoke to Mr. Wilson
about Date of Authorization
4-6-99 - DWS
DWS
4-8-99
DWS*

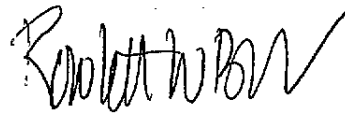
BRYANT & HIGBY, CHARTERED

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Corporations Division

of it with each of the sets of documents when they are assigned for handling, so that every effort can be made to have the name available for the new organization.

I appreciate very much your cooperation in this regard.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Rowlett W. Bryant', with a large, sweeping flourish at the end.

Rowlett W. Bryant

RWB/mlw
encls.

FILED

99 MAR 29 PM 1:00

**ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1403 OF THE
FLORIDA GENERAL CORPORATIONS ACT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS of Section 607.1403 of the Florida General Corporations Act, the undersigned corporation, through all of its directors and shareholders, adopts the following Articles of Dissolution for the purpose of dissolving the corporation.

1. The name of the corporation is **BRAIN AND SPINE CENTER, P. A.**

2. The date of issuance of the Certificate of Incorporation was May 23, 1996.

3. At a special meeting of the Shareholders of the Corporation, duly called and noticed in accordance with the Articles of Incorporation and the By-Laws, the following Resolution was presented for Shareholders vote:

"BE IT RESOLVED by the Shareholders, that pursuant to the By-Laws provided, Brain and Spine Center, P. A. be dissolved, and the officers are hereby directed to proceed with the liquidation of the corporation as provided by law."

and approved by the required vote of the shareholders on 3-10-99.

4. The President (Vice President) and Secretary (Assistant Secretary) of the corporation were directed to prepare and execute Articles of Dissolution of the Corporation.

5. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.

6. All remaining property and assets of the corporation shall be liquidated or distributed in accordance with the law.

7. There are no actions pending against the corporation in any court.

DATED this 10 day of March, 1999.

BRAIN AND SPINE CENTER, P.A.

By

Merle P. Stringer MD
(Print Name)
President

m

ATTEST:

Kamel ELZAWAHRY

(Print Name)
Secretary

K

STATE OF FLORIDA)

COUNTY OF BAY)

BEFORE ME, the undersigned officer, personally appeared Merle P. Stringer, M.D. and Kamel Elzawhry, M.D., the President and Secretary respectively of Brain and Spine Center, P. A., who are personally known to me and known to me to be the persons who executed the foregoing instrument, and they acknowledged to and before me that they executed the same as their free act and deed, pursuant to proper corporate authority, for the uses and purposes therein expressed.

WITNESS MY HAND AND SEAL, this 10 day of March, 1999.



MICHELLE PIC
My Commission CC450308
Expires Apr. 03, 1999

Michelle Pic
Notary Public
Michelle Pic
Print Notary Name
Commission No. CC 450308
Expiration Date: 4-3-99