



Innovative Clinical Solutions, Ltd.

P96000054722

May 1, 2001

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: * Dissolution of Entities

000004134440--9
-05/03/01--01119--022
*****262.50 *****43.75

Dear Sir/Madam:

We would like to dissolve the following entities:

CCC Duramed, Inc.
CCC Rehab, Inc.
Garden Surgery Center of Palm Beach County, Inc.
InfuMatrix, Inc.
PhyMatrix Endoscopy Center, Inc.
PhyMatrix of Dade County, Inc.

To this end, please find enclosed Articles of Dissolution and a copy of the Written Consent of the Stockholder for each entity. Also enclosed is our check in the amount of \$262.50, which represents the \$35 filing fee and \$8.75 for Certified Articles sent to us times the above six entities to be dissolved.

Please do not hesitate to contact me at 401-831-6755 if you have any questions or if I can be of any assistance.

Sincerely,

Laura Otzel

Laura G. Otzel
Paralegal

Enclosures

FILED STATE
SECRETARY OF CORPORATIONS
01 MAY -3 AM 10: 03

26/1/01

V. SHEPARD MAY 11 2001


ARTICLES OF DISSOLUTION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY -3 AM 10: 03

Pursuant to Section 607.1403, Florida Statutes, this Corporation submits the following Articles of Dissolution:

- FIRST: The name of the Corporation is PhyMatrix Endoscopy Center, Inc.
- SECOND: The date dissolution was authorized was January 8, 2001.
- THIRD: Dissolution was approved by the sole shareholder of the Corporation.

Signed this 18th day of January, 2001.



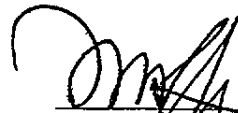
Michael T. Heffernan
President and Chief Executive Officer

PHYMATRIX ENDOSCOPY CENTER, INC.

WRITTEN CONSENT OF THE STOCKHOLDER

The undersigned, being the sole stockholder of the Corporation, hereby consents to the following action:

RESOLVED that the Corporation be hereby dissolved.

A handwritten signature in black ink, appearing to read 'M. Heffernan', is written over a horizontal line.

Michael V. Heffernan
President & Chief Executive Officer
Innovative Clinical Solutions, Ltd.