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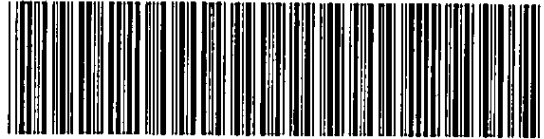
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Dissolution

APR 10 2019

D CUSHING

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JOHN M. BRENNAN, ESQ.
jay.brennan@gray-robinson.com

January 3, 2019

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
1661 Executive Center Cir.
Tallahassee, Florida 32301

Re: **Babak Vakili, M.D. v. Orlando Heart Specialists, P.A.**
Circuit Court Case No.; 2017-CA-2370-16-L, Seminole County, Florida
Client-Matter No. 170202-1

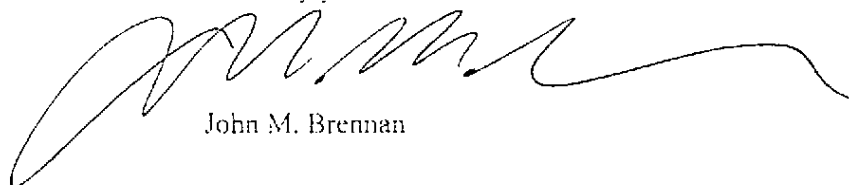
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Dear Sir/Madam:

Enclosed please find certified copies of (1) the Final Judgment for Judicial Dissolution of Orlando Heart Specialists, P.A. Pursuant to Section 607.1433, *Florida Statutes* (2018) and Final Judgment Determining Fair Value of Shares and (2) the Order Extending Judicial Dissolution Date to December 31, 2018 for filing with the Florida Secretary of State Division of Corporations. Also enclosed is my firm's check, in the amount of \$70.00, made payable to Florida Department of State, representing the required filing fee.

Thank you for your prompt attention to this matter. Please do not hesitate to contact me if you should wish to discuss this matter further.

Sincerely yours,



John M. Brennan

JMB/jr

Enclosures - as stated above

cc: Kishore Ranadive (via email, with enclosures)
Meena Hirani (via email, with enclosures)
Robert Harding (via email, with enclosures)

IN THE CIRCUIT COURT OF THE EIGHTEENTH JUDICIAL CIRCUIT
IN AND FOR SEMINOLE COUNTY, FLORIDA

CASE NO: 2017-CA-2370-16-L

BABAK VAKILI, M.D.,

Plaintiff,

v.

ORLANDO HEART SPECIALISTS, P.A., a
Florida Professional Service Corporation, and
NANDKISHORE RANADIVE, M.D., individually,

Defendants.

ORLANDO HEART SPECIALISTS, P.A., a
Florida Professional Service Corporation, and
NANDKISHORE RANADIVE, M.D., individually
and derivatively on behalf of ORLANDO HEART
SPECIALISTS, P.A., a Florida Professional Service
Corporation,

Counterclaim Plaintiffs,

v.

BABAK VAKILI, M.D.,

Counterclaim Defendant.

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BY SEMINOLE CO. FLA
D.C.

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ORDER EXTENDING JUDICIAL DISSOLUTION DATE

THIS CAUSE having come before the Court on the motion to extend the judicial
dissolution date filed by the Defendant/Counterclaim Plaintiff, **ORLANDO HEART
SPECIALISTS, P.A.**, a Florida Professional Service Corporation ("OHS"), and the Court being
duly advised in the premises, it is hereby:

ORDERED AND ADJUDGED:

[Handwritten signature]

1. The effective date of the judicial dissolution pursuant to the Court's Final Judgment for Judicial Dissolution dated July 17, 2018 is hereby extended to December 31, 2018. OHS shall file certified copies of the Final Judgment for Judicial Dissolution of OHS dated July 17, 2018 and this Order with the Florida Secretary of State Division of Corporations within five (5) days after December 31, 2018.

2. Commencing on January 1, 2019, OHS is hereby directed to forthwith wind up and liquidate its business and affairs in accordance with Section 607.1405, *Florida Statutes* (2018) and Section 607.1433, *Florida Statutes* (2018) and subject to the provisions of Section 607.1433(3), *Florida Statutes* (2018).

3. All creditors and claimants of OHS shall be notified by certified mail, return receipt requested, of this judicial dissolution in accordance with Section 607.1406, *Florida Statutes* (2018), subject to the provisions of Section 607.1433(3), *Florida Statutes* (2018).

4. All creditors and claimants of OHS shall file with OHS proofs of their respective claims under oath, together with any supporting documentation, in such form as prescribed by OHS, on or before April 30, 2019. OHS's notice to creditors and claimants shall include the April 30, 2019 deadline for filing claims. Any claims by creditors or claimants not filed on or before April 30, 2019 shall be barred from participation in the distribution of the assets of OHS. Nothing in this section affects the enforceability of any recorded mortgage or lien or the perfected security interest or rights of a person in possession of real or personal property.

5. Upon receipt of all claims by creditors and claimants, OHS shall file a proposed plan for the acceptance, rejection and resolution of all claims and final liquidation of OHS for consideration and approval by the Court. All creditors and claimants shall be given notice of the hearing before the Court to consider the OHS plan for the acceptance, rejection, resolution and

payment of claims and final liquidation of OHS. OHS shall promptly pay the creditors and claims and complete the liquidation of OHS pursuant to the Court's Order.

6. OHS shall cease operations on December 31, 2018 at 5:00 p.m. and turnover possession of the leased Altamonte Springs and Apopka premises to their respective Landlords on or before December 31, 2018. OHS shall pay all wages to OHS employees and each-lab expenses through December 31, 2018. OHS shall enter into a Medical Records Custody Agreement with an appropriate party, including Dr. Ranadive's new practice, Orlando Heart & Vascular Institute ("OHVI").

7. Upon dissolution, OHS may not carry on any business except that appropriate to wind up and liquidate its business and affairs, including: (a) collecting its assets; (b) disposing of its properties that will not be distributed in kind to its shareholders; (c) discharging or making provision for discharging its liabilities; (d) distributing its remaining property among its shareholders according to their interests; and (e) doing every other act necessary to wind up and liquidate its business and affairs. OHS may sell the assets of OHS by a duly conducted and commercially reasonable auction.

8. OHS is hereby authorized and shall adopt and file articles of dissolution on or before January 31, 2019. Upon filing the articles of dissolution, OHS shall be dissolved in accordance with the provisions of Sections 607.1405 and 607.1406, *Florida Statutes* (2018) and the Final Judgment Determining Fair Value of Shares, dated June 14, 2018, shall no longer be of any force or effect.

9. The Court reserves jurisdiction to enforce this Final Judgment, to adjudicate all claims by creditors and claimants and objections thereto, to stay any litigation by claimants or

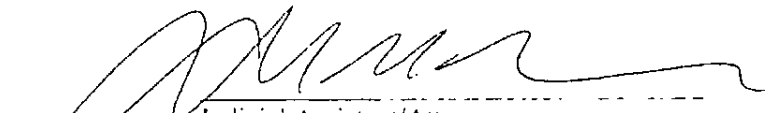
creditors outside the claims process set forth herein and to approve a final liquidation plan for OHS.

DONE AND ORDERED at Sanford, Seminole County, Florida, this 13th day of September, 2018.


DONNA MCINTOSH
Circuit Judge

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing has been furnished by U.S. Mail delivery to **JOHN M. BRENNAN**, GrayRobinson, P.A., Post Office Box 3068, Orlando, Florida 32802-3068 and **MEENAKSHI A. HIRANI** and **ARTI HIRANI**, Meenakshi A. Hirani, P.A., 2265 Lee Road, Suite 109, Winter Park, Florida 32789 (*Attorneys for Defendant/CounterPlaintiff, Orlando Heart Specialists and Nandkishore Ramadive M.D.*), this 13th day of September, 2018.


Judicial Assistant/Attorney

IN THE CIRCUIT COURT OF THE EIGHTEENTH JUDICIAL CIRCUIT
IN AND FOR SEMINOLE COUNTY, FLORIDA

CASE NO: 2017-CA-2370-16-L

BABAK VAKILI, M.D.,

Plaintiff,

v.

ORLANDO HEART SPECIALISTS, P.A., a
Florida Professional Service Corporation, and
NANDKISHORE RANADIVE, M.D., individually,

Defendants.

ORLANDO HEART SPECIALISTS, P.A., a
Florida Professional Service Corporation, and
NANDKISHORE RANADIVE, M.D., individually
and Derivatively on behalf of ORLANDO HEART
SPECIALISTS, P.A., a Florida Professional Service
Corporation,

Counterclaim Plaintiffs.

v.

BABAK VAKILI, M.D.,

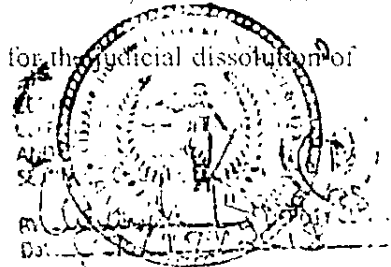
Counterclaim Defendant.

FINAL JUDGMENT FOR JUDICIAL DISSOLUTION OF
ORLANDO HEART SPECIALISTS, P.A. PURSUANT TO
SECTION 607.1433, FLORIDA STATUTES (2018) AND
FINAL JUDGMENT DETERMINING FAIR VALUE OF SHARES

THIS CAUSE came on to be heard on the 17th day of July, 2018, upon the motions by the Defendants/Counterclaim Plaintiffs, Orlando Heart Specialists, P.A., a Florida Professional Service Corporation ("OHS"), by and through the Custodian/Receiver, Terry J. Soifer ("Receiver"), and Nandkishore Ranadive, M.D. ("Dr. Ranadive"), for the judicial dissolution of

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SEMINOLE COUNTY, FLORIDA

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DIVISION OF CORPORATIONS



OHS pursuant to Section 607.1433, *Florida Statutes* (2018), the Court's Final Judgment Determining Fair Value of Shares dated June 14, 2018 and the motion and notice of the intention of the Receiver for OHS to adopt articles of dissolution dated June 21, 2018. Dr. Ranadive has also moved for relief from the Court's May 17, 2018 Order. The Court, having considered the Final Judgment Determining Fair Value of Shares dated June 14, 2018, the Receiver's motion and notice, Dr. Ranadive's motion and the file, having been advised that the parties have settled the matters between them, which includes the relief set forth herein, and being otherwise fully advised in the premises, it is thereupon:

CONSIDERED, ORDERED and ADJUDGED as follows:

1. OHS is hereby judicially dissolved pursuant to Sections 607.1433 and 607.1436(7), *Florida Statutes* (2018). The effective date of the judicial dissolution is September 28, 2018. OHS shall file a certified copy of this Final Judgment for Judicial Dissolution of OHS with the Florida Secretary of State Division of Corporations within five (5) days after September 28, 2018.

2. Commencing on October 1, 2018, OHS is hereby directed to forthwith wind up and liquidate its business and affairs in accordance with Section 607.1405, *Florida Statutes* (2018) and Section 607.1433, *Florida Statutes* (2018) and subject to the provisions of Section 607.1433(3), *Florida Statutes* (2018).

3. All creditors and claimants of OHS shall be notified by certified mail, return receipt requested, of this judicial dissolution in accordance with Section 607.1406, *Florida Statutes* (2018), subject to the provisions of Section 607.1433(3), *Florida Statutes* (2018).

4. All creditors and claimants of OHS shall file with OHS proofs of their respective claims, under oath, together with any supporting documentation, in such form as prescribed by OHS, on or before January 30, 2019. OHS's notice to creditors and claimants shall include the

January 30, 2019 deadline for filing claims. Any claims by creditors or claimants not filed on or before January 30, 2019 shall be barred from participation in the distribution of the assets of OHS. Nothing in this section affects the enforceability of any recorded mortgage or lien or the perfected security interest or rights of a person in possession of real or personal property.

5. Upon receipt of all claims by creditors and claimants, OHS shall file a proposed plan for the acceptance, rejection and resolution of all claims and final liquidation of OHS for consideration and approval by the Court. All creditors and claimants shall be given notice of the hearing before the Court to consider the OHS plan for the acceptance, rejection, resolution and payment of claims and final liquidation of OHS. OHS shall promptly pay the creditors and claims and complete the liquidation of OHS pursuant to the Court's Order.

6. OHS shall cease operations on September 28, 2018 at 5:00 p.m. and turnover possession of the leased Altamonte Springs and Apopka premises to their respective Landlords on or before September 28, 2018. OHS shall pay all wages to OHS employees and cash-lab expenses through September 28, 2018. OHS shall enter into a Medical Records Custody Agreement with an appropriate party, including Dr. Ranadive's new practice, Orlando Heart Institute ("OHI").

7. Upon dissolution, OHS may not carry on any business except that appropriate to wind up and liquidate its business and affairs, including: (a) collecting its assets; (b) disposing of its properties that will not be distributed in kind to its shareholders; (c) discharging or making provision for discharging its liabilities; (d) distributing its remaining property among its shareholders according to their interests; and (e) doing every other act necessary to wind up and liquidate its business and affairs. OHS may sell the assets of OHS by a duly conducted and commercially reasonable auction.

8. The Court's May 17, 2018 Order is of no further force and effect. OHS is hereby authorized and shall adopt and file articles of dissolution on or before October 30, 2018. Upon filing the articles of dissolution, OHS shall be dissolved in accordance with the provisions of Sections 607.1405 and 607.1406, *Florida Statutes* (2018) and the Final Judgment Determining Fair Value of Shares, dated June 14, 2018, shall no longer be of any force or effect.

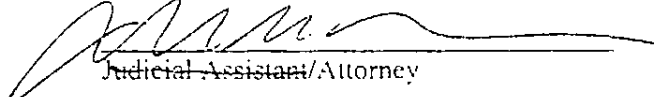
9. The Court reserves jurisdiction to enforce this Final Judgment, to adjudicate all claims by creditors and claimants and objections thereto, to stay any litigation by claimants or creditors outside the claims process set forth herein and to approve a final liquidation plan for OHS.

DONE AND ORDERED at Sanford, Seminole County, Florida this 17th day of July, 2018.


DONNA MCINTOSH
Circuit Judge

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing has been furnished by U.S. Mail delivery to JOHN M. BRENNAN, and MICHAEL R. SANTANA, GrayRobinson, P.A., Post Office Box 3068, Orlando, Florida 32802-3068 and MEENAKSHI A. HIRANI and ARTI HIRANI, Meenakshi A. Hirani, P.A., 2265 Lee Road, Suite 109, Winter Park, Florida 32789 (*Attorneys for Defendant/CounterPlaintiff, Nandkishore Ranadive M.D.*); JON E. KANE and STEPHEN B. SAMBOL, Mateer & Harbert, P.A., 225 East Robinson Street, Suite 600, Orlando, Florida 32801-2854 (*Attorneys for Plaintiff/CounterDefendant, Babak Vakili, M.D.*) and LAN KENNEDY-DAVIS, Rumberger Kirk Caldwell, P.A., Lincoln Plaza, 300 South Orange Avenue, Suite 1400, Orlando, Florida 32801 (*Attorneys Defendant/CounterPlaintiff, Orlando Heart Specialists, P.A.*), this 17th day of July, 2018.


Judicial Assistant/Attorney