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Refer to File No.

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December 16, 1997

Secretary of State

P.O. 6327

Tallahassee, FL 32301

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*****35.00 *****35.00

RE: Richard E. Sumner, M.D., Inc.

Gentlemen:

On behalf of the referenced corporation I enclose two copies of the Articles of Dissolution and our check in the amount of \$35.00 representing the filing fee. Please file these Articles of Dissolution effective December 31, 1997 and return the acknowledgment copy to the undersigned.

If you have any questions regarding these documents need further assistance, please contact the undersigned rather than returning the documents.

Very truly yours,

Sue Thomas
Sue Thomas
Paralegal to
Thomas B. Smith

ST/lpb

Enc.

cc: Richard E. Sumner, M.D.
America's Business Manager, Inc.

124519

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

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ARTICLES OF DISSOLUTION

OF

RICHARD E. SUMNER, M.D., INC.

The undersigned corporation, in accordance with the Florida Business Corporation Act, hereby adopts the following Articles of Dissolution:

ARTICLE I. The name of the corporation is Richard E. Sumner, M.D., Inc.

ARTICLE II. The name and address of the President, Secretary, Treasurer and sole Director of the Corporation are Richard E. Sumner, 1310 Monticello Boulevard North, St. Petersburg, FL 33703.

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

ARTICLE IV. All remaining property and assets of the corporation have been distributed to its sole Shareholder in cancellation of all issued and outstanding shares of stock of the Corporation.

ARTICLE V. There are no actions pending against the corporation in any Court.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE VI. The corporation elected to dissolve by Written Action signed by the sole member of the Board of Directors and the holder of all of the voting stock of the Corporation, which vote is sufficient for approval. A Certificate of the Secretary certifying the Written Action is attached as Exhibit "A".

ARTICLE VII. The effective date of these Articles of Dissolution shall be the close of business on December 31, 1997.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Dissolution this 28th day of NOVEMBER, 1997.

RICHARD E. SUMNER, M.D., INC.

By: Richard E. Sumner
Richard E. Sumner, President

(CORPORATE SEAL)

124358

CERTIFICATE

I HEREBY CERTIFY, that I am the duly elected and qualified Secretary of RICHARD E. SUMNER, M.D., INC., a Florida corporation (the "Corporation"), and that the following is a true and correct copy of the resolutions and actions duly adopted by Written Action of the Board of Directors and Sole Shareholder of the Corporation in accordance with the Bylaws of the Corporation and the Florida Business Corporation Act on the 28th day of NOVEMBER, 1997; and I further certify that the resolutions and actions are still in full force and effect and have not been revoked:

WHEREAS, it is in the best interest of the Corporation that it distribute its assets to the Shareholder and dissolve; now therefore, it is

RESOLVED, that within thirty (30) days of the date of this resolution, counsel for the corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution.


FURTHER RESOLVED, that the Corporation shall distribute all of the assets of the Corporation to the sole Shareholder.

FURTHER RESOLVED, that the officers shall file all other forms and documents required by the State of Florida and the federal government, including tax returns, as soon as possible after distribution of the corporate assets.

FURTHER RESOLVED, that the proper officers of the Corporation shall file Articles of Dissolution pursuant to the Florida Business Corporation Act with the Secretary of the State of Florida.

FURTHER RESOLVED, the officers and directors of the Corporation are empowered, authorized, and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the Shareholder.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the Corporation and affix the corporate seal this 28th day of NOVEMBER, 1997.


Richard E. Sumner, Secretary

(CORPORATE SEAL)