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August 31, 1999

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

RE: John P. Cella, M.D., P.A.

600002979846--3 -09/07/99--01109--001 ******35.00 ******35.00

Dear Clerk:

I enclose one (1) original and one (1) copy of the Articles of Dissolution for filing in connection with the referenced Corporation. Please file these Articles and return one copy to this office in the enclosed envelope. I enclose this firm's check in the amount of \$35.00 for the filing fee.

If you have any questions, please do not hesitate to contact me.

Thank you for your attention to this matter.

Very truly yours,

Hawey a. Ford

HAF/rmh

Enclosures

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SECRETARY OF STATE
VALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION

JOHN P. CELLA, M.D., P.A.

John P. Cella, M.D., P.A., a Florida corporation, executes the following Articles of Dissolution pursuant to Section 607.1403 of the Florida Business Corporation Act:

FIRST: The name of the Corporation is: John P. Cella, M.D., P.A., a Florida corporation (the "Company").

SECOND: The shareholders of the Company approved of the dissolution of the Company by written consent on or about August 15, 1999.

THIRD: The number of votes cast by the Shareholders of the Company for dissolution was sufficient for approval of that action.

FOURTH: The President of the Company is hereby commanded to file the necessary Articles of Dissolution with the Florida Department of State so as to officially dissolve the Company.

EXECUTED this 27th day of August 1999.

John P. Cella, M.D., President, Director and Sole Shareholder of John P. Cella, M.D., P.A., a Florida corporation

(Corporate Seal)

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SECRETARY OF STATE
VALLAHASSEE, FLORIDA