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January 19, 2000

Division of Corporations
Florida Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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*****43.75 *****43.75

Re: JMD Interests, Inc.—Articles of Dissolution
Our File No. 1906.0000

Ladies and Gentlemen:

Enclosed are two (2) copies each of the Articles of Dissolution of JMD Interests, Inc., and the attached consent of sole director and sole shareholder authorizing the dissolution.

Also enclosed is our check in the amount of \$43.75, in payment of the filing fee for the articles and one (1) certified copy of the as-filed articles.

Please contact the undersigned if you have any questions concerning this letter or the enclosed documents. Thank you very much for your assistance.

Sincerely yours,



Michael A. Candeto

MAC:ns
Enclosures

cc: J. Michael Duncan, M.D. (without enclosures)

FILED
00 JAN 20 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. LEWIS JAN 27 2000

ARTICLES OF DISSOLUTION
OF
JMD INTERESTS, INC.

(Document No. P98000021856)

FILED
00 JAN 20 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403, Florida Statutes, JMD INTERESTS, INC., a Florida corporation having its principal office in Houston, Texas (hereinafter called the "Corporation"), hereby certifies as follows:

FIRST: The name of the Corporation is JMD INTERESTS, INC., a Florida corporation.

SECOND: The sole director and sole shareholder of the Corporation, acting pursuant to Sections 607.0704 and 607.1402, Florida Statutes, has voted in favor of a resolution authorizing dissolution of the Corporation, and the number of shareholder votes cast for dissolution was sufficient for approval. Voting by voting groups was not required. The sole director and sole shareholder of the Corporation has executed a written consent dated January 11, 2000, a copy of which is attached, authorizing the dissolution of the Corporation in the manner provided by the Florida Business Corporation Act.

THIRD: Dissolution of the Corporation shall become effective upon the filing of these Articles of Dissolution with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, JMD INTERESTS, INC., has caused these Articles of Dissolution to be executed in its corporate name by its President and attested by its Secretary this 11 day of January, 2000.

JMD INTERESTS, INC.,
a Florida corporation

By: J. Michael Duncan
J. Michael Duncan, President

Attest: J. Michael Duncan
J. Michael Duncan, Secretary

JMD INTERESTS, INC.

CONSENT TO ACTION BY SOLE DIRECTOR AND SOLE SHAREHOLDER
WITHOUT MEETINGS
PURSUANT TO SECTIONS 607.0704, 607.0821, 607.1402 AND 607.1403 OF
THE FLORIDA BUSINESS CORPORATION ACT

The undersigned, being the sole director and sole shareholder of JMD INTERESTS, INC., a Florida corporation (the "Corporation"), acting pursuant to Sections 607.0704, 607.0821, 607.1402 and 607.1403, Florida Statutes, part of the Florida Business Corporation Act, does hereby consent to and adopt the following resolutions:

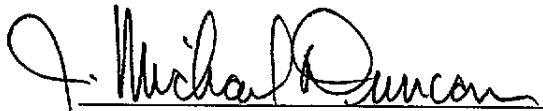
BE IT RESOLVED, that the undersigned sole director of the Corporation proposes and recommends to its sole shareholder that the Corporation be dissolved as soon as may be practicable; and

BE IT FURTHER RESOLVED, that the undersigned, being the sole shareholder of the Corporation, having considered such proposal and recommendation for the dissolution of the Corporation, hereby consents to and votes in favor of such dissolution, and approves such proposal to dissolve the Corporation; and

BE IT FURTHER RESOLVED, that the sole shareholder of the Corporation hereby waives the holding of a formal meeting to consider such dissolution and also waives the notice of and statement of the date, time and place of the meeting required by Section 607.0705, Florida Statutes; and

BE IT FURTHER RESOLVED, that Articles of Dissolution of the Corporation in the form attached hereto be executed on behalf of the Corporation and filed with the Florida Secretary of State.

IN WITNESS WHEREOF, this Consent to Action has been executed to be effective as of the 11 day of January, 2000.



J. MICHAEL DUNCAN

Sole Director and Sole Shareholder of
JMD Interests, Inc., a Florida
corporation