

P98000053050

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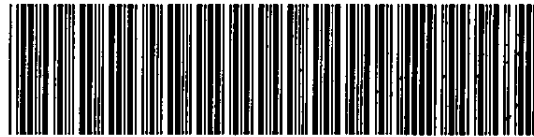
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ASBURY & BULLOCK, PA
ATTORNEYS AT LAW

THOMAS F. ASBURY
BRUCE S. BULLOCK*
BRUCE S. BULLOCK, JR.

*CERTIFIED CIRCUIT COURT MEDIATOR

MARSH LANDING OFFICE PARK
1300 MARSH LANDING PARKWAY, SUITE 108
JACKSONVILLE BEACH, FLORIDA 32250
TELEPHONE (904) 285-3730
FACSIMILE (904) 285-3735
WWW.ASBURY-LAW.COM

MAILING ADDRESS:
P.O. Box 550713
JACKSONVILLE, FLORIDA 32255

June 28, 2007

Remitter's E-mail: Tom@Asbury-Law.com

VIA U.S. MAIL

Amendment Section, Div. of Corp.
ATTN: Dissolution of Florida Profit Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Dissolution;
Company: Emergency Physicians of St. Johns County, Inc.;
Document Number: P98000053050

The Articles of Dissolution, Notice of Shareholder's Approval, and Statement of Intent to Dissolve, along with Check No. 5435 in the amount of Thirty Five and No/100 (\$35.00) Dollars for the filing fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Thomas F. Asbury, Esq.
P.O. Box 550713
Jacksonville, FL 32255

For further information concerning this matter, please call: Thomas Asbury at (904) 403-9123. Thank you.

With high regards and best wishes, I am

Very truly yours,
ASBURY & BULLOCK, PA

Thomas F. Asbury

Enclosures
TFA/kw

cc: File (w/ enclosures)
Emergency Physicians of St. Johns County, Inc. (w/o enclosures)

**State of Florida
Department of the Secretary of State**

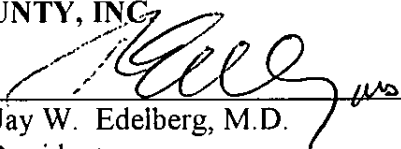
**ARTICLES OF DISSOLUTION OF
EMERGENCY PHYSICIANS OF ST. JOHNS COUNTY, INC.**

Pursuant to Fla. Stat. 607.1043 of Florida Business Corporation Act, the undersigned corporation hereby submits the following Articles of Dissolution for the purpose of dissolving the company to be effective on the 31st day of March, 2007.

1. The name of the corporation is: Emergency Physicians of St. Johns County, Inc.
2. The dates of filing of its Articles of Incorporation and all amendments thereto are as follows:

June 11, 1998
3. The date dissolution was authorized: February 21, 2007
4. The number of votes cast by the shareholders of the Company for dissolution was sufficient for approval of that action.

**EMERGENCY PHYSICIANS OF ST. JOHNS
COUNTY, INC.**


By: Jay W. Edelberg, M.D.
Its: President

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**State of Florida
Department of the Secretary of State**

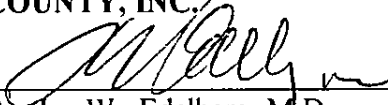
**NOTICE OF SHAREHOLDERS' APPROVAL OF RESOLUTION
TO DISSOLVE CORPORATION**

Pursuant to Fla. Stat. 607.1043 of Florida Business Corporation Act, the undersigned corporation corporation submits the following statement of intent to dissolve Emergency Physicians of St. Johns County, Inc., a Florida corporation, to be effective on the 31st day of March, 2007.

The undersigned, Jay W. Edelberg, M.D., President & Secretary of Emergency Physicians of St. Johns County, Inc., a corporation formed under the laws of the State of Florida, do hereby give notice that at a meeting of the shareholders of the corporation duly called for the stated purpose of considering a proposition to dissolve such corporation, which meeting was held on February 21, 2007, beginning at 10 a.m., at its principal office at 400 Health {Park Blvd., St. Augustine, FL 32086, pursuant to notice duly and regularly given to the shareholders thereof in conformity with the laws of the State of Florida, and at which meeting at least a majority of the shareholders were present personally or by proxy, the shareholders, by a 100 % vote of the capital stock, ordered the corporation to be dissolved.

Further notice is given hereby that pursuant to the order, and in conformity to the laws of the State of Florida, and on filing and due publication of this notice for the time required by law, Emergency Physicians of St. Johns County, Inc., will be dissolved forever; notice is further given, and it is hereby certified, that the debts of Emergency Physicians of St. Johns County, Inc., have been and now are fully paid.

**EMERGENCY PHYSICIANS OF ST. JOHNS
COUNTY, INC.**



By: Jay W. Edelberg, M.D.
Its: President

**State of Florida
Department of the Secretary of State**

STATEMENT OF INTENT TO DISSOLVE CORPORATION

Pursuant to Fla. Stat. 607.1043 of Florida Business Corporation Act, the undersigned corporation corporation submits the following statement of intent to dissolve Emergency Physicians of St. Johns County, Inc., a Florida corporation, to be effective on the 31st day of March, 2007.

1. The name of the corporation is: Emergency Physicians of St. Johns County, Inc.

2. The names and respective addresses of its officers are:

Jay W. Edelberg, M.D.	168 University Blvd. North
President, Secretary & Treasurer	Jacksonville, FL 32211

3. The names and respective addresses of its directors are:

Jay W. Edelberg, M.D.	168 University Blvd. North
Director	Jacksonville, FL 32211

Mark L. Grobelny, M.D.	5395 Riverview Dr.
Director	St. Augustine, FL 32084

4. The following resolution to dissolve the corporation was adopted by the stockholders of the corporation on **February 21, 2007**:

"Whereas, a special meeting of the stockholders of Emergency Physicians of St. Johns County, Inc. was held on February 21, 2007, at the principal office of the corporation at 400 Health Park Blvd., St. Augustine, FL 32086; and

"Whereas, the secretary of the corporation reported that 3,630 shares of the outstanding capital stock of the corporation were represented in person or by proxy, being One hundred Percent (100 %) of the total stock outstanding; and

"Whereas, the secretary presented the resolution that had been adopted at a meeting of the board of directors held on January 2, 2007, which resolution provided that the corporation dispose of its assets, wind up its affairs, be dissolved, and the charter thereof be surrendered and cancelled;

"After full consideration of the directors' resolution and on motion duly made and seconded, the stockholders have:

"RESOLVED, that Emergency Physicians of St. Johns County, Inc., a corporation chartered by the State of Florida, be dissolved completely at the earliest practicable date, that all debts of the corporation be paid and the remaining cash together with securities owned, or the cash realized from the sale thereof, be distributed pro rata to its stockholders prior to December 31, 2007, and that all other assets of the corporation be disposed of as soon as practicable and the proceeds therefrom, after payment of any remaining liabilities, be distributed pro rata to the stockholders on surrender by the stockholders to the corporation of all the outstanding stock thereof.

"FURTHER RESOLVED, that the officers of the corporation be authorized and directed to take immediate steps to complete the dissolution of the corporation so that its assets or the proceeds therefrom can be distributed to its stockholders prior to December 31, 2007, and that promptly thereafter steps be taken to surrender the charter and franchise of the corporation to the State of Florida and to dissolve the corporation.

"FURTHER RESOLVED, that the corporation cease the transaction of all business as of March 31, 2007, except such as may be necessary or incidental to the complete liquidation thereof and the winding up of its affairs, including the payment of any obligations of the corporation now outstanding and any expenses incident to the liquidation thereof."


5. The number of shares of the corporation outstanding at the time of such adoption was 3630; and the number of shares entitled to vote thereon was 3630.

6. The number of shares voted for such resolution was 3,630; and the number of shares voted against such resolution was - 0 -.

7. The number of shares of each class entitled to vote thereon as a class voted for and against such resolution, respectively, was: N/A

8. The date on which the corporation is to cease to carry on its business is March 31, 2007.

**EMERGENCY PHYSICIANS OF ST. JOHNS
COUNTY, INC.**


By: Jay W. Edelberg, M.D.
Its: President