

P-98000695505

Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : SHERIDAN HEALTHCORP, INC.
Account Number : I20000000045
Phone : (954) 838-2769
Fax Number : (954) 851-1780

**DISSOLUTION OR WITHDRAWAL
DADE WOMEN'S HEALTHCARE, INC.**

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December 13, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DADE WOMEN'S HEALTHCARE, INC.
1613 NORTH HARRISON PARKWAY
SUITE 200
SUNRISE, FL 33323

SUBJECT: DADE WOMEN'S HEALTHCARE, INC.
REF: P98000095505

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must state the date the dissolution was authorized.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H13000272332
Letter Number: 613A00028412

**ARTICLES OF DISSOLUTION
OF
DADE WOMEN'S HEALTHCARE, INC.**

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purposes of dissolving the corporation:

1. The name of the corporation filing these Articles of Dissolution is DADE WOMEN'S HEALTHCARE, INC., a Florida corporation (the "Corporation"). The Articles of Incorporation of the Corporation were filed on November 12, 1998 under Document No. P98000095505.

2. The Corporation has made adequate provision for the payment and discharge of all liabilities and obligations.

3. There are no actions pending against the Company in any court.

4. The Corporation has distributed all its remaining assets and property to its sole shareholder in accordance with its respective rights and interests.

5. The Corporation elected to dissolve by unanimous written consent of all of its directors and its sole shareholder, to be effective upon filing.

CORPORATION:

DADE WOMEN'S HEALTHCARE, INC.,
a Florida corporation

By: 

Jay A. Martus, Executive Vice President

13 DEC 16 PM 11:47

FILED
SECRETARY OF STATE
OFFICE OF CORPORATE AFFAIRS

**JOINT WRITTEN CONSENT BY ALL OF THE DIRECTORS
AND THE SOLE SHAREHOLDER OF
DADE WOMEN'S HEALTHCARE, INC.**

The undersigned, being all of members of the Board of Directors and the sole Shareholder of DADE WOMEN'S HEALTHCARE, INC.(the "Corporation"), a corporation organized and existing under the laws of the State of Florida, do unanimously agree, consent to, adopt and order the following corporate resolution, without a meeting, without prior notice and without a vote and agree that the resolutions shall have the same effect as if duly adopted at a meeting of the Board of Directors held for the purpose:

WHEREAS, the sole Shareholder and the Directors have determined that it is in the best interests of the Corporation to dissolve the Corporation's existence.

RESOLVED: That all of the Directors and the sole Shareholder of the Corporation consent to the liquidation and dissolution of the Corporation; and it is,

RESOLVED: That the Corporation shall distribute any and all of its assets of any kind whatsoever to its sole Shareholder in accordance with its respective rights and interests; and it is,

RESOLVED: That the officers of the Corporation are authorized and directed to execute any assignments and conveyances and to do and perform all acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions and shall cause to be filed with the Florida Department of State, Division of Corporations, Articles of Dissolution executed by the Corporation through its President and Secretary, to be effective upon filing with the Florida Department of State, Division of Corporations; and it is,

RESOLVED: That the sole Shareholder, and all of the Directors and Officers of the Corporation hereby tender their respective resignations effective upon the filing of the Articles of Dissolution with the Florida Department of State, Division of Corporations; and it is,

RESOLVED: That any and all actions taken by the officers of the Corporation in connection with any and all of the matters discussed in the foregoing resolutions are confirmed and ratified as properly authorized acts of the Corporation; and it is,

RESOLVED: That the Secretary of the Corporation is directed to file this Consent with the books and records of the Corporation.

Each of the undersigned has executed this Joint Written Consent of Directors and Sole Shareholder as of December 15, 2013 for the purpose of giving his consent to it and for tendering their respective resignations.

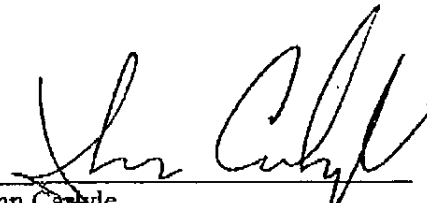
SHAREHOLDER:

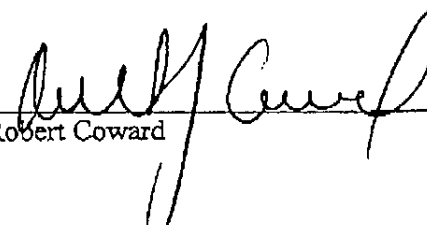
SHERIDAN HEALTHCORP, INC.,
a Florida corporation

By: 

Jay Martus, Executive Vice President

DIRECTORS:


John Carlyle

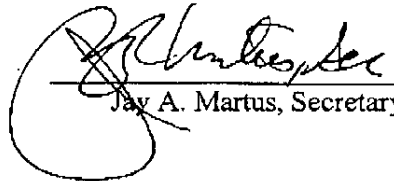

Robert Coward

CERTIFICATE

JAY A. MARTUS, Secretary of DADE WOMEN'S HEALTHCARE, INC., a Florida corporation, (the "Corporation"), does hereby certify as follows:

1. the foregoing Articles of Dissolution of the Corporation were adopted pursuant to a unanimous joint written consent to action by all of the directors and the sole shareholder of the Corporation, dated as of December 15, 2013 to be effective upon filing with the Florida Department of State, Division of Corporations; and,
2. Robert Coward, President of the Corporation, executed the foregoing Articles of Dissolution on behalf of all of the directors and the sole shareholder.

I have executed this Certificate on behalf of the Corporation as of December 15, 2013.



Jay A. Martus, Secretary