

P99000004183

GILES & ROBINSON, P.A.
ATTORNEYS AT LAW

390 N. ORANGE AVENUE
SUITE 800
P.O. BOX 2631
ORLANDO, FLORIDA 32802

TELEPHONE
(407) 425-3591
FACSIMILE
(407) 841-8171

Direct Line:
(407) 926-7487

November 21, 2000

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32301

700003476397--2
-11/27/00--01133--006
*****43.75 *****43.75

Re: Medsync, Inc.

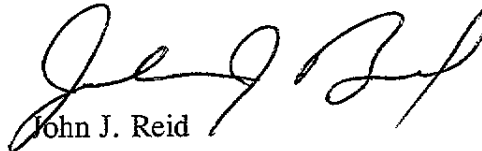
Gentlemen:

I am enclosing the original and one copy of the Articles of Dissolution and Written Consent of Shareholders authorizing the dissolution for the above-referenced corporation along with our check in the amount of \$43.75 to cover the costs for filing and a certified copy. After the dissolution has been filed, please return the certified copy to me by regular mail.

If you should have any questions, please contact my office.

Sincerely,

GILES & ROBINSON, P.A.


John J. Reid

JJR/ab
Enclosures

FILED
00 NOV 27 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Diss. / CC

ARTICLES OF DISSOLUTION
OF
MEDSYNC, INC.

FILED

00 NOV 27 AM 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, this corporation was formed January 11, 1999; and

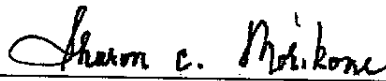
WHEREAS, the corporation has liquidated its assets pursuant to a Plan of Liquidation adopted on Nov 17, 2000; and

WHEREAS, the shareholders of the corporation feel it is advisable and in the best interests of the corporation to terminate the corporation's existence;

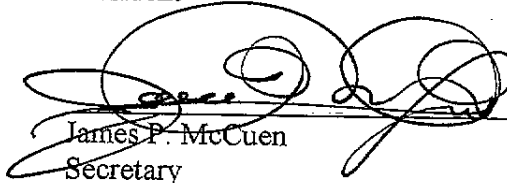
NOW, THEREFORE, this document is filed for the purpose of dissolving the corporation pursuant to Florida Statutes 607.1403 and in furtherance thereof it is stated as follows:

1. The name of the corporation is Medsync, Inc.
2. The dissolution was authorized on Nov. 17, 2000.
3. A copy of the resolutions by the Shareholders to dissolve is attached. The number of votes cast by the shareholders was sufficient to approve dissolution.
4. The dissolution is effective as of the filing of these Articles of Dissolution.

DATED this 17th day of NOVEMBER, 2000.



Sharon Morikone
President



James P. McCuen
Secretary

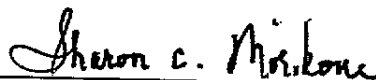
WRITTEN CONSENT OF SHAREHOLDERS OF
MEDSYNC, INC.
a Florida corporation,
IN LIEU OF A SPECIAL MEETING

The undersigned, constituting a majority of the Shareholders of MEDSYNC, INC., a Florida corporation, hereinafter referred to as the "Corporation," consent to and adopt the following resolutions, effective on the date set forth below in lieu of holding a special meeting pursuant to the terms of Florida Statutes:

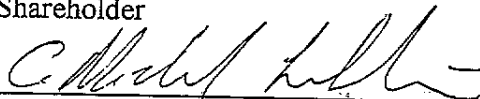
1. BE IT RESOLVED that the directors and shareholders of the Corporation have made a reasonable and diligent search and have no knowledge of any outstanding claims against the Corporation.
2. BE IT FURTHER RESOLVED that in the judgment of the shareholders of the Corporation, it is deemed advisable and to the benefit of the Corporation that it should be liquidated and dissolved.
3. BE IT FURTHER RESOLVED that effective this date, a plan of liquidation be, and hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions.
4. BE IT FURTHER RESOLVED that the proper officers of the Corporation be, and hereby are, authorized to liquidate any and all the properties of the Corporation which should be liquidated to facilitate the liquidation of the corporation.
5. BE IT FURTHER RESOLVED that the proper officers of the Corporation be, and hereby are, authorized and directed to file the necessary documents with the Secretary of State of the State of Florida to dissolve this Corporation pursuant to Florida Statutes §607.1402 and §607.1403.
6. BE IT FURTHER RESOLVED that the actions provided for in the foregoing resolutions providing for the complete liquidation and the distribution of the Corporation's assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable.
7. BE IT FURTHER RESOLVED that the proper officers of this Corporation be, and hereby are, authorized and directed to pay all fees and taxes and to do or cause to be done such other acts and things as deemed necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

8. BE IT FURTHER RESOLVED that as required by Florida Statutes Section 607.0704, the Shareholders will cause this written consent to be delivered to the Corporation's secretary within 60 days after the date set forth below.

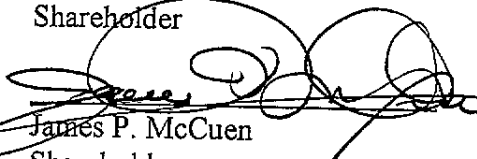
Dated: 11/12/00



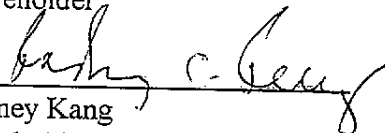
Sharon Morikone
Shareholder



Mike Lundstrom
Shareholder



James P. McCuen
Shareholder



Rodney Kang
Shareholder

G:\USER\AJB\MISCELLA\MEDS-CON