

528365

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December 23, 1998

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*****87.50 *****43.75

Corporate Records Bureau

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32301

RE: Fiore & Simon, M.D.s, P.A.

Dear Sir:

Enclosed herewith please find two copies of the Articles of Dissolution for the above Corporation for filing with your office. Also enclosed is our check in the sum of \$87.50 to cover filing fees, etc.

Very truly yours,



ALAN F. GONZALEZ

AFG:et

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 15 PM 2:28

Uo/d:s
1/22/99

38



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 8, 1999

ALAN F. GONZALEZ, P.A.
1602 WEST SLIGH AVE., STE. 300
TAMPA, FL 33604-5809

SUBJECT: FIORE & SIMON, M.D.'S, P.A.
Ref. Number: S28365

We have received your document for FIORE & SIMON, M.D.'S, P.A. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 599A00000967

See attached

*Rec'd 1/15
Div. of Corp.*

99 JAN 15 PM 2: 28

**ARTICLES OF DISSOLUTION
OF
FIORE & SIMON, M.D.'s, P.A.**

The undersigned directors of FIORE & SIMON, M.D.'s, P.A., a Florida professional service corporation, pursuant to §621.13, Fla. Stat. and §607.1403, Fla. Stat., agree to dissolve FIORE & SIMON, M.D.'s, P.A., by delivering these Articles of Dissolution to the Department of State and would state as follows:

1. The name of the corporation to be dissolved: FIORE & SIMON, M.D.'s, P.A.
2. The date dissolution of the corporation was authorized: December 18, 1998.
3. The dissolution of FIORE & SIMON, M.D.'s, P.A., was authorized by the written consent of the shareholders and directors in lieu of special meeting of the shareholders and Board of Directors of the corporation pursuant to §607.0704, Fla. Stat. and §607.0821, Fla. Stat. The sole shareholder of the corporation, FABIO F. FIORE, M.D., who is owner of 200 shares of the common stock issued by FIORE & SIMON, M.D.'s, P.A., voted all of his shares for dissolution of the corporation. Other than the 200 shares of common stock owned by FABIO F. FIORE, M.D., there are no other shares of any stock of the corporation that are issued and owned by any other person or entity.
4. The undersigned agree and represent the following:
 - a. FIORE & SIMON, M.D.'s, P.A. has ceased conducting business.
 - b. FIORE & SIMON, M.D.'s, P.A. has no known creditors and therefore the corporation did not need to mail notice to creditors of the corporation's dissolution. All corporate liabilities and obligations have been paid, satisfied or discharged or adequate provision has been made therefore by the directors of FIORE & SIMON, M.D.'s, P.A., and therefore the directors of the corporation are authorized to do whatever is necessary in order to liquidate the corporation.
 - c. All corporate assets are to be collected and distributed to the sole corporate shareholder, FABIO F. FIORE, M.D..
 - d. The directors of FIORE & SIMON, M.D.'s, P.A. is to file the original Articles

of Dissolution with the Secretary of State.

5. Attached hereto is a copy of the written consent of the shareholders and directors of the corporation whereby all unanimously agree to the dissolution of FIORE & SIMON, M.D.'s, P.A.

DATED: December 18, 1998

A handwritten signature in dark ink, appearing to read 'Fabio F. Fiore', written over a horizontal line.

FABIO F. FIORE, M.D., President,
Director, Secretary & Shareholder

**WRITTEN CONSENT OF THE SHAREHOLDERS
AND DIRECTORS OF
FIORE & SIMON, M.D.'s, P.A.**

In lieu of Special Meeting of the Shareholders and Board of Directors, pursuant to §607.0704 and §607.0821, Fla. Stat., the undersigned, being the sole shareholder and director of FIORE & SIMON, M.D.'s, P.A., does hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Shareholders of the corporation:

RESOLVED, that the corporation will be liquidated in accordance with the provisions of §331 of the Internal Revenue Code of 1986, as amended, and further,

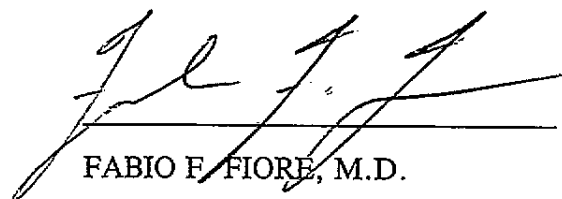
RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they are hereby authorized and directed to:

1. File the requisite forms with the District Director of Internal Revenue Service in order to report the liquidation of this corporation together with a copy of this consent
2. Transfer all of the assets of the corporation to the sole shareholder, FABIO F. FIORE, M.D.,
3. Distribute all of the assets subject to any unpaid liabilities in reduction and cancellation of all outstanding stock of the corporation.
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida.
5. All the forms and documents required by the State of Florida and the federal government, including all required tax returns, as soon as possible after the distribution of the corporate assets.
6. Provide for the payment of any indebtedness owed by the corporation to any creditors and/or lienors.

FURTHER, RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby

ratified and confirmed in all respects.

DATED: December 18, 1998

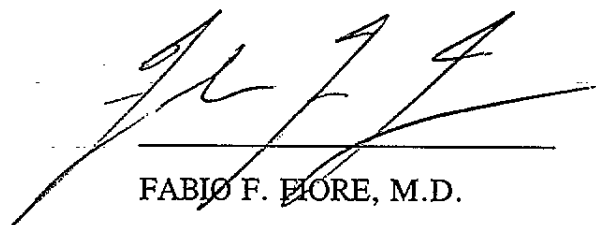


FABIO F. FIORE, M.D.

WAIVER

We, the undersigned, being all of the stockholders and directors of **FIORE & SIMON, M.D.'s, P.A.**, hereby waive notice of the foregoing meeting and ratify, confirm and approve the actions therein taken.

DATED: December 18, 1998.



FABIO F. FIORE, M.D.

This instrument prepared by:
ALAN F. GONZALEZ, ESQ.
ALAN F. GONZALEZ, P.A.
1602 W. Sligh Ave., Suite 300
Tampa, FL 33604