

S76510

CAPITAL CONNECTIONS, INC.
417 E. Virginia Street, Suite 1 Tallahassee, Florida 32304
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
07 MAR 16 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Eyvin P. Rasmussen
M.D., P.A.

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- ___ Art of Inc. File *****8.75 *****8.75
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ☒ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ☒ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

Signature

Requested by: *KC*

Date

Time

Name

Walk-In

Will Pick Up

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 16 AM 10:34
NOT RETURNED
TO AGENCY OF FILING

DR
3/16/01


**ARTICLES OF DISSOLUTION
OF
EYVIN P. RASMUSSEN M.D., P.A.**


The name of this corporation is Eyvin P. Rasmussen, M.D., P.A. It was organized under the laws of the State of Florida on the 27th day of August, 1988 and assigned document number S76510.

The Corporation has elected to dissolve as of December 31, 2000, pursuant to a special meeting of its shareholders. A true copy of the minutes of the special meeting of the shareholders, the resolution to adopt a plan of corporate liquidation, the waiver of notice, and ratification of the minutes are attached and incorporated by reference as Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 26th day of January, 2001, in Okaloosa County, Florida.

ATTEST:

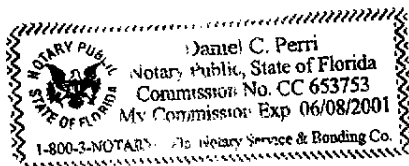

Eyvin P. Rasmussen,
Secretary

By: 
Eyvin P. Rasmussen,
President

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me personally appeared Eyvin P. Rasmussen, as President and Secretary of Eyvin P. Rasmussen, M.D., P.A., who is either personally known to me or has produced a valid driver's license as identification to be the person who executed the foregoing Articles of Dissolution.

Executed this 26th day of January, 2001.




Daniel C. Perri
Notary Public
My Commission Expires:

**WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
EYVIN P. RASMUSSEN, M.D., P.A.**

We, the undersigned shareholders, hereby agree and consent that the special meeting of the shareholders of EYVIN P. RASMUSSEN, M.D., P.A. be held on the date and time and at the place stated below for the purpose of considering the dissolution of Eyvin P. Rasmussen, M.D., P.A. and we hereby waive all notice of the meeting and any adjournment of it.

Date of Meeting: December 15, 2000

Time of Meeting: 6:00 p.m.

Place of Meeting: Shalimar, FL 32579

A handwritten signature in cursive script, appearing to read "Eyvin P. Rasmussen", is written over a horizontal line.

Eyvin P. Rasmussen, M.D.
Sole Shareholder

RESOLUTION OF THE BOARD OF DIRECTORS
FOR DISSOLUTION
OF
EYVIN P. RASMUSSEN, M.D., P.A.

WHEREAS, EYVIN P. RASMUSSEN, M.D., P.A. has ceased or will cease business activity as of December 31, 2000 and there is no intention to undertake any other business;

WHEREAS, the Board of Directors of EYVIN P. RASMUSSEN, M.D., P.A., a Florida corporation, has determined that it is in the best interests of the Corporation and of its shareholders that the Corporation be dissolved; it is

RESOLVED, that it is recommended to the Shareholders of the Corporation that the Corporation be dissolved;

RESOLVED FURTHER, that the questions of dissolving the corporation be submitted to a vote of the Shareholders at a special meeting to be held on December 15, 2000, at 6:00 P.m., in Shalimar, Florida;

RESOLVED FURTHER, that the Secretary of the Corporation is directed to give written notice of the shareholders' meeting to each shareholder of record entitled to vote, stating that the purpose of the meeting is to consider the advisability of dissolving the Corporation.

Executed on the 26th of January, 2001 at Shalimar, Florida.



Eyvin P. Rasmussen, M.D., P.A.
President

**MINUTES OF JOINT MEETING OF
OF THE BOARD OF DIRECTORS AND SHAREHOLDERS
EYVIN P. RASMUSSEN, M.D., P.A.**

A special meeting of the Directors and Shareholders of Eyvin P. Rasmussen, M.D., P.A. was held in Shalimar, Florida on December 15, 2000 beginning at 6 p.m.. The President of the corporation, Eyvin P. Rasmussen, presided. All directors and shareholders were present and consented to the action taken at this meeting by the signature at the end of these minutes. The purpose of the meeting was to discuss the liquidation and the dissolution of the corporation effective as of December 31, 2000. The corporation, which provides medical services through its sole shareholder, Eyvin P. Rasmussen, who no longer will be providing any medical services after the end of this year. Therefore, it becomes necessary to liquidate and dissolve the corporation pursuant to the Internal Revenue Code.

After discussion, upon motion made, seconded, and unanimously adopted it was resolved that the plan of liquidation attached to these minutes as Exhibit "A" which have been prepared by the Certified Public Accounting Firm of Saltmarsh, Cleaveland & Gund are hereby adopted and the corporate officers are hereby authorized to sign the plan of liquidation and any and all other related documents as may be necessary to properly liquidate the corporation pursuant to the provisions of the Internal Revenue Code of 1986, as amended.

The second order of business was to discuss the dissolution of the corporation. Discussion was held determining that upon the completion of

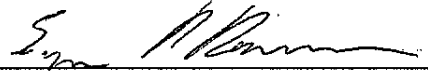
a plan of liquidation, the corporation needs to be dissolved. The attorney for the corporation has advised that articles of dissolution need to be filed with the Secretary of State upon the termination of final liquidation to properly dissolve the corporation. After discussion, upon motion made, seconded and unanimously adopted, it was resolved that the Articles of Dissolution attached hereto as Exhibit "B" be filed upon completion of final liquidation and the payment of all debts and the distribution of assets from the corporation to the shareholder. The officers of the corporation are hereby authorized to sign the articles of dissolution and any and all other necessary documents for the proper dissolution of the corporation under the laws of the state of Florida.

There being no further business the meeting was adjourned.

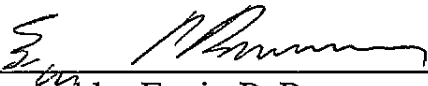
Dated this 15th day of December, 2000



President Eyvin P. Rasmussen, M.D.



Secretary, Eyvin P. Rasmussen, M.D.



Sole Shareholder Eyvin P. Rasmussen, M.D.

EXHIBIT "A"

PLAN OF LIQUIDATION

CORPORATION: Eyvin P. Rasmussen, M.D., P.A.

DATE: Effective December 31, 2000

The undersigned, being the Directors and Stockholders of the Corporation, do hereby unanimously consent and approve the following resolutions, all effective as of the date set forth above:

RESOLVED, that the Corporation shall be liquidated and dissolved, in accordance with the following plan of complete liquidation (herein called the "Plan"):

1. The President and Secretary of the Corporation shall be authorized and empowered to sell or otherwise liquidate any and all of the assets of the Corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation, which sale shall take place within twelve (12) months from the date hereof.

2. Prior to the final liquidation of the Corporation:

(a) All then known debts, obligations and liabilities of the Corporation which can then be paid shall be paid, or the payment thereof shall be provided for, all as soon as practicable.

The term "debts, obligations and liabilities" shall include, but shall not be limited to, (i) the business and affairs of the Corporation; (ii) expenditures or allowances made or incurred incident to the sale, liquidation or distribution of the assets of the Corporation, and (iii) attorney's and accountants' expenses.

(b) After, and only after, paying or providing for the payment of said debts, liabilities and obligations, there shall be distributed, from time to time as determined and authorized by the Board of Directors and the Stockholders of the Corporation, the remaining assets of the Corporation to the stockholders.

3. The Board of Directors of the Corporation shall be authorized and empowered to correct any defect or supply any omission in the Plan and reconcile any inconsistency or conflict in the Plan.

4. Upon the distribution of the remaining assets of the Corporation pursuant to the Plan, the Corporation shall be dissolved pursuant to the laws of the State of Florida.

5. The President and the Secretary shall be authorized, empowered and directed in the name and on behalf of the Corporation, and under its corporate seal, where desired, to execute, attest, and deliver all contracts, conveyances, bills of sale, assignments, transfers, agreements, letters, notices, certificates, receipts, consents, releases and other instruments and documents deemed by the President and Secretary of the Corporation to be proper in carrying out the Plan and to do any and all such acts, deeds and things as the President and Secretary may deem necessary or appropriate to consummate any sale of any assets of the Corporation, or to effectuate or carry out the Plan or to effect the dissolution of the Corporation.

WITNESSES:

Bill Puri

Evvin P. Rasmussen

Evvin P. Rasmussen
President

Bill Puri

Evvin P. Rasmussen

Secretary

CERTIFICATE

I do hereby certify that I am the duly elected and acting Secretary of Eyvin P. Rasmussen, M.D., P.A. (the "Corporation") and that Exhibit "A" attached hereto and made a part hereof is a true and correct copy of a resolution duly adopted by the Board of Directors and the stockholders of the corporation in connection with the complete liquidation of the Corporation under the Business Corporation Act of the State of Florida.

WITNESS my hand as Secretary of the Corporation and with its corporate seal hereunto affixed this 31st day of December, 2000.


Secretary

(AFFIX CORPORATE SEAL)

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