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FILED
00 DEC 22 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KELLY B. PLANTE, ESQUIRE

December 22, 2000

S91049

duss

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

000003511880--1
-12/22/00--01079--008
*****43.75 *****43.75

To Whom It May Concern:

Enclosed for filing, please find **Articles of Dissolution**, along with a check in the amount of **\$43.75** for the applicable filing fee and to obtain a **Certified copy of the Articles of Dissolution** for the following entity:

Longwood Gastroenterology, Inc.
Document Number: S91049

Upon receipt, please "date stamp" the photocopy of the letter attached for our records and please call Ann Cotroneo at 222-7717 when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
DEC 22 2000

KBP/ams
Enclosures
GHRCORP/GHR2.348
Buchanan/8606-1

ORLANDO
407-843-8880



MELBOURNE
321-727-8100

**ARTICLES OF DISSOLUTION
OF
LONGWOOD GASTROENTEROLOGY, INC.
a Florida Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is LONGWOOD GASTROENTEROLOGY, INC..

ARTICLE II - DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized on December 18, 2000.

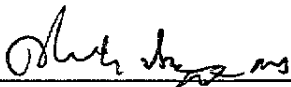
ARTICLE III - SHAREHOLDER APPROVAL

Dissolution was approved by the sole shareholder of this Corporation and therefore the number cast for approval was unanimous and therefore sufficient within the meaning of Section 607.1403(1)(c), Florida Statutes.

ARTICLE IV - JOINT WRITTEN ACTION

A copy of the joint written action of the Board of Directors and sole Shareholder of this Corporation approving the Plan of Complete Liquidation and Dissolution of this Corporation executed by the Sole Director and Sole Shareholder is attached hereto.

LONGWOOD GASTROENTEROLOGY, INC.

By: 
Philip N. Styne, M.D., President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18 day of December, 2000,
by Philip N. Styne, M.D., as President of LONGWOOD GASTROENTEROLOGY, INC., a
Florida corporation.

AFFIX NOTARY STAMP

Jill P. Lantz
Signature of Notary Public

Jill P. Lantz

(Print Notary Name)

My Commission Expires:

JILL P. LANTZ
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION #CC367448
EXPIRES 10/5/2003
BONDED THRU ASA 1-888-NOTARY1

Commission No.:

☒ Personally known, or

☐ Produced Identification

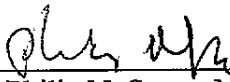
Type of Identification Produced

C E R T I F I C A T E

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of
LONGWOOD GASTROENTEROLOGY, INC., a Florida corporation (hereinafter referred to as
the "Corporation"), and the keeper of the records and the corporate seal of said Corporation; that
the attached is a true and correct copy of the resolutions and Plan of Complete Liquidation and
Dissolution as adopted by the Board of Directors and sole Shareholder of the Corporation by
joint written action dated the 1st day of December, 2000.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary, and have
caused the corporate seal of said Corporation to be hereto affixed this 1st day of December,
2000.

LONGWOOD GASTROENTEROLOGY, INC.

By: 
Philip N. Styne, M.D., Secretary

(CORPORATE SEAL)

**JOINT WRITTEN ACTION
OF THE SHAREHOLDER
AND BOARD OF DIRECTORS OF
LONGWOOD GASTROENTEROLOGY, INC.**

The undersigned, being the sole member of the Board of Directors, and the sole shareholder of **LONGWOOD GASTROENTEROLOGY, INC.**, a Florida corporation (hereinafter referred to as the "Corporation"), hereby takes the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0821 and 607.0704, Florida Statutes:

WHEREAS, the sole director of the Corporation has recommended dissolution to the sole shareholder of the Corporation; and

WHEREAS, the sole shareholder of the Corporation has determined that it is in the best interest of the Corporation that the Corporation be dissolved and liquidated.

NOW THEREFORE BE IT:

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended;

FURTHER RESOLVED, that the Corporation be completely dissolved in accordance with the provisions of Sections 607.1402 and 607.1403, Florida Statutes; and

FURTHER RESOLVED, that the director and president of the Corporation are hereby authorized and directed to see that the following steps are undertaken in accordance with the following Plan of Complete Liquidation and Dissolution:

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. The Corporation has issued and outstanding one hundred (100) shares of common stock having a par value of \$100 per share. The Corporation will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of Section

607.1405, Florida Statutes, and will liquidate and distribute all of its assets in complete liquidation, within the meaning of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended, less any assets retained to meet claims immediately.

2. The director and president of the Corporation are authorized to proceed as far as possible to collect all sums due the Corporation and to settle any claims against the Corporation and pay all liabilities.

3. The director and president of the Corporation are authorized to distribute all the assets of the Corporation in cash or in kind in one distribution or a series of distributions in complete liquidation in full payment in exchange for the stock of the sole shareholder, retaining such assets as are necessary to meet claims or liabilities of the Corporation.

4. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution.

5. The director and president of the Corporation are authorized to file all other forms and documents required by the State of Florida and the Federal Government, including tax returns, as soon as possible after distribution of the assets of the Corporation.

6. The director and president of the Corporation are authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan of Complete Liquidation and Dissolution. The director, officers and agents of the Corporation shall be held harmless by

the Corporation for any action under this Plan of Complete Liquidation and Dissolution taken in good faith, and any expense or liability so incurred by them in connection therewith shall be that of the Corporation.

The undersigned hereby approves and adopts the foregoing written action this 18 day of December, 2000.



Philip N. Styne, M.D.
Sole Shareholder/Sole Director