

Susan Foley  
900 E. Indian Rd.  
Ste 308  
Jupiter, FL  
33477

V01555  
September 11, 1997

Florida Department of State  
Division of Corporations  
Room 2001, The Capitol  
Tallahassee, Florida 32301

Attn: Amendment Section

Re: ~~Jupiter Childs Pharmacy, Inc.~~ Articles of Dissolution

Gentlemen:

Enclosed please find the original and one copy of the Articles of Dissolution relative to the above-referenced corporation, along with the attached copy of Written Consent of the Sole Shareholder and Sole Director of \_\_\_\_\_, Inc. to such action. Our check #7997 for \$87.50 is also enclosed to cover the following:

Filing fee  
Certified copy of Articles of  
Dissolution

400002294614--5  
-09/16/97--01067--001  
\$35.00 \*\*\*\*\*87.50 \*\*\*\*\*87.50  
\$52.50

Total:

\$87.50

Please return to the undersigned a certified copy of the Articles of Dissolution after it has been filed. A self-addressed stamped envelope is enclosed for your convenience.

Thanks for your courtesy and cooperation in this matter.

Sincerely,

Diss: 97  
9-16-97  
cl

*Susan E. Foley, no*

Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATION  
97 SEP 16 AM 8:04

ARTICLES OF DISSOLUTION OF A FLORIDA CORPORATION

Sept. 11, 1997

The undersigned, as President and Secretary of Jupiter Children's Physicians, P.A., a Florida for-profit corporation (the "Corporation"), desiring to dissolve the Corporation pursuant to Section 617.1402 of the Florida Business Corporation Act, hereby state as follows:

1. The name and addresse of the officer of the corporation is as follows:


Susan E. Foley, M.D.  
900 E. Indiantown Rd. Suite 308  
Jupiter, Fl. 33477

2. The name and addresse of its director is as follows:

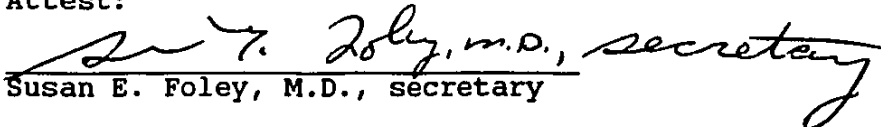
Susan E. Foley, M.D.  
900 E. Indiantown Rd. Suite 308  
Jupiter, Fl. 33477

3. A copy of the written consent to the dissolution of the corporation executed by all shareholders has been attached hereto.

4. The dissolution of the corporation is to be effective immediately.

  
Susan E. Foley, M.D., president

Attest:

  
Susan E. Foley, M.D., secretary

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97 SEP 16 AM 8:03

UNANIMOUS WRITTEN CONSENT OF THE SOLE SHAREHOLDER AND SOLE DIRECTOR  
OF JUPITER CHILDREN'S PHYSICIANS, P.A. IN LIEU OF SPECIAL MEETING

The undersigned, being the Sole Shareholder and Sole Director of Jupiter Children's Physicians, P.A., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), do hereby agree, consent to, adopt and order the following corporate action effective as of the 1~~st~~ day of September 1997:

RESOLVED, that the Shareholders and the Directors of the Corporation hereby consent to the dissolution and liquidation of the Corporation in accordance with s331 of the Internal Revenue Code of 1986, as amended; and

RESOLVED, that the Articles of Dissolution in substantially the form attached hereto as Exhibit A are hereby approved and accepted and the Officers of the Corporation are authorized and directed to cause to be filed with the Florida Department of State said Articles of Dissolution; and

RESOLVED, that the Corporation shall liquidate and distribute any and all of its assets of any kind whatsoever to its Shareholders in accordance with their respective rights and interests as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable; and

RESOLVED, that the Officers of the Corporation be, and each of them hereby is, authorized and directed to execute such assignments and conveyances, and to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions; and

RESOLVED, that the Officers of the Corporation and each of them are hereby authorized to engage the services of such accountants, appraisers, attorneys and other professionals to provide advice and counsel to the Corporation in connection with any and all matters addressed in the previous resolutions as each officers shall deem necessary or advisable under the circumstances; and it is

FURTHER RESOLVED, that any and all actions heretofore or hereinafter taken by the Officers of the Corporation in connection with any and all of the matters discussed in the foregoing resolutions are hereby confirmed and ratified as properly authorized acts of the Corporation.

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SEP 16 AM 8:10  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Shareholder and Director have executed the foregoing unanimous written consent for the purposes of giving consent thereto.

SOLE SHAREHOLDER:

SOLE DIRECTOR:

Susan T. Zolys, ms

Susan T. Zolys, ms

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