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GRAY ROBINSON

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DISSOLUTION

CENTRAL FLORIDA ORTHOPEDICS AND SPORTS MEDICINE, INC

Certificate of Status	0
Certified Copy	2
Page Count	05
Estimated Charge	\$52.50

Volum. Diss.

3/5/03

DC

**ARTICLES OF DISSOLUTION
OF
CENTRAL FLORIDA ORTHOPEDICS AND SPORTS MEDICINE, INC.
a Florida Corporation**

ARTICLE I - NAME

The name of this Corporation is **CENTRAL FLORIDA ORTHOPEDICS AND
SPORTS MEDICINE, INC.**

ARTICLE II - DATE DISSOLUTION WAS AUTHORIZED

The dissolution of this Corporation was authorized effective February 14, 2003.

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 *Florida Statutes*, Section 607.1403(1)(c).

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.

**CENTRAL FLORIDA ORTHOPEDICS AND
SPORTS MEDICINE, INC.**

By: _____

James Michael Ray, M.D., President

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STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 11 day of February, 2003, by James Michael Ray, M.D., as President of **CENTRAL FLORIDA ORTHOPEDICS AND SPORTS MEDICINE, INC.**, a Florida corporation.



Debra L. Kuminka
My Commission DD062563
Expires October 3, 2005

AFFIX NOTARY STAMP

Debra L. Kuminka
Signature of Notary Public

Debra L. Kuminka
(Print Notary Name)

My Commission Expires: 10/3/2005

Commission No.: DD062563

☒ Personally known, or

☐ Produced Identification

Type of Identification Produced

**JOINT WRITTEN ACTION
OF THE SHAREHOLDER
AND BOARD OF DIRECTORS OF
CENTRAL FLORIDA ORTHOPEDICS AND SPORTS MEDICINE, INC.**

The undersigned, being the sole member of the Board of Directors, and the sole shareholder of CENTRAL FLORIDA ORTHOPEDICS AND SPORTS MEDICINE, INC., a Florida corporation (the "Corporation"), hereby take 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 *Florida Statutes*, Sections 607.1402 and 607.1403; 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 will liquidate one hundred percent (100%) of its shares of common stock. The Corporation will cease to carry on its business, except insofar as may be necessary to wind up its affairs within the meaning of *Florida Statutes*, Section 607.1405, 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, beginning on February 14, 2003, the effective date of the complete liquidation and dissolution of the Corporation.

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.

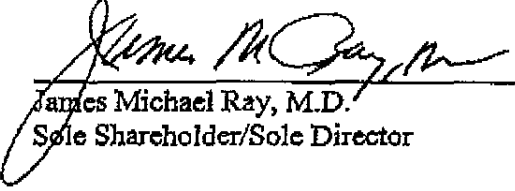
4. Within thirty (30) days after this Plan of Complete Liquidation and Dissolution is adopted, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Atlanta, Georgia, together with a certified copy of this resolution.

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 12 day of February, 2003.


James Michael Ray, M.D.
Sole Shareholder/Sole Director