

V50788



ACCOUNT NO. : 072100000032

REFERENCE : 656272 81464A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 2, 1998

ORDER TIME : 2:07 PM

ORDER NO. : 656272-005

CUSTOMER NO: 81464A

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-01/02/98-01062-016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

CUSTOMER: Robert M. Kramer, Esq  
Kramer Green Zuckerman & Kahn  
Suite 485-s  
4000 Hollywood Boulevard  
Hollywood, FL 33021

DOMESTIC FILINGS

NAME: THE REED CENTRE FOR AMBULATORY  
UROLOGICAL SURGERY, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -2 PM 3:43

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XXXX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

D:SS  
1/2/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -2 PM 2:45

ARTICLES OF DISSOLUTION

OF

THE REED CENTRE FOR AMBULATORY UROLOGICAL SURGERY, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JAN -2 PM 3:43

1. The name of the corporation is THE REED CENTRE FOR AMBULATORY UROLOGICAL SURGERY, INC.

2. The name and address of its officer is:

HAROLD M. REED, M.D. - President/Secretary/Treasurer

3. The name and address of its Director is:

Harold M. Reed, M.D.  
1111 Kane Concourse, Suite 311  
Bay Harbor Island, Florida 33154


4. All debts, liabilities, and obligations of the Corporation have been paid or discharged or adequate provision has been made for them.

5. All the remaining property and assets of the Corporation have been distributed to the sole Shareholder in accordance with his rights and interest (or no property remains for distribution to the sole Shareholder after applying it to the payment of the liabilities and obligations of the Corporation).

6. There are no actions pending against the Corporation in a court (or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against the Corporation in any pending action).

7. An executed copy of the written consent of the Shareholder and Director is attached. This written consent has been signed by the sole Shareholder and Director.

Dated: 12/10, 1997.

  
\_\_\_\_\_  
HAROLD M. REED, M.D.,  
President/Secretary

**WRITTEN ACTION BY SHAREHOLDERS AND DIRECTORS**

**OF**

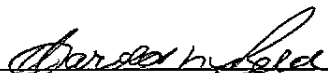
**THE REED CENTRE FOR AMBULATORY UROLOGICAL SURGERY, INC.**

The undersigned, constituting the sole Director and Shareholder of The Reed Centre for Ambulatory Urological Surgery, Inc., hereby takes the following action in lieu of a formal meeting and waives all notice requirements pursuant to Florida law:

1. The Corporation shall pay off all outstanding debts immediately.
2. The Corporation shall be dissolved effective immediately and Harold M. Reed, M.D., as President and Secretary, is authorized to execute the Articles of Dissolution. The same shall be filed with the Secretary of State of the State of Florida.
3. All remaining property of the Corporation after payment of debts shall be distributed to Harold M. Reed, M.D. in exchange for his stock in The Reed Centre for Ambulatory Urological Surgery, Inc.
4. Harold M. Reed, M.D., as sole officer of the Corporation, is authorized to take any further action which may be necessary to dissolve and liquidate the Corporation.

Dated: 12/10, 1997.

SOLE DIRECTOR AND SHAREHOLDER:

  
\_\_\_\_\_  
HAROLD M. REED, M.D.