



V60640

ACCOUNT NO. : 072100000032

REFERENCE : 974373 8796A

AUTHORIZATION

COST LIMIT

Patsica P. P.

ORDER DATE : September 25, 1998

ORDER TIME : 11:37 AM

ORDER NO. : 974373-005

CUSTOMER NO: 8796A

CUSTOMER: Ms. Lina Angelici
Schifino & Fleischer
One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

FILED
98 SEP 25 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILINGS

800002649168--0

NAME: BIODYNAMICS FOR PARTNERSHIPS,
INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

RECEIVED
98 SEP 25 PM 12:06
DIVISION OF CORPORATION

Joe 9/25

ORIGINAL

**ARTICLES OF DISSOLUTION
OF
BIODYNAMICS FOR PARTNERSHIPS, INC.**

FILED
98 SEP 25 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, these Articles of Dissolution provide that:

ARTICLE I - NAME

The name of the corporation is Biodynamics For Partnerships, Inc. (the "Corporation").

ARTICLE II - DATE DISSOLUTION AUTHORIZED

The dissolution was authorized by the Corporation's sole shareholder on August 10, 1998.


ARTICLE III - SHAREHOLDER APPROVAL

The dissolution of the Corporation was approved by the Corporation's sole shareholder on August 10, 1998; said shareholder possesses the requisite voting power to take such action by written consent without a meeting and without a vote.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer on August 10, 1998.

BIODYNAMICS FOR PARTNERSHIPS, INC.

By:


Karl H. Meister, President

**WRITTEN CONSENT OF THE SOLE SHAREHOLDER
OF
BIODYNAMICS FOR PARTNERSHIPS, INC.
IN LIEU OF A MEETING**

**RESOLUTION TO DISSOLVE THE CORPORATION,
DIRECTING OFFICERS TO FILE NECESSARY PAPERS, AND
EMPOWERING DIRECTORS TO WIND UP AFFAIRS**

The undersigned, being the sole shareholder of Biodynamics for Partnerships, Inc. (the "Corporation"), resolves as follows:

WHEREAS, Pursuant to Sections 607.1402(6) and 607.0704 of the Florida Business Corporation Act, the undersigned shareholder has the authority and the requisite voting power to consent in writing to a dissolution of the Corporation without a meeting of the shareholders and without a vote, be it

RESOLVED, That the Corporation surrender its charter to the State of Florida and that it cease to be and exist as a corporation;

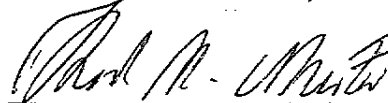
RESOLVED FURTHER, That the President of this Corporation, Karl H. Meister, is hereby authorized and directed to file the necessary Articles of Dissolution of this Corporation with the Secretary of State of the State of Florida; and

RESOLVED FURTHER, That the Board of Directors of this Corporation is hereby authorized, empowered and directed to do all things necessary and requisite to settle the affairs of the Corporation, to collect the outstanding debts, to provide for the payment of the liabilities and obligations of the Corporations, to distribute its assets, and to do all other things necessary to carry into effect the foregoing resolution.

IN WITNESS WHEREOF, this Written Consent has been executed on behalf of the sole shareholder of this Corporation by its duly authorized officer on August 10, 1998.

TUTOGEN MEDICAL, INC.

By:



Karl H. Meister, President