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DIVISION OF CORPORATIONS
SECRETARY OF STATE
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Sunstate Research

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656-5454

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FOG-USC INC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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Limited Liability



Domestication



Other

AMENDMENTS



Amendment



Resignation of R A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

OTHER FILINGS



Annual Report



Fictitious Name

REGISTRATION/QUALIFICATION



Foreign



Limited Partnership



Reinstatement



Trademark



Other

Examiner's Initials

**ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.1403
OF THE FLORIDA GENERAL CORPORATION ACT**

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, the undersigned Florida corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the corporation is FOG-USC, INC.
2. The names and the respective addresses of its officers are:

<i>Name:</i>	<i>Office:</i>	<i>Address:</i>
Michael S. Mokris, M.D.	President	7251 University Blvd., Suite 100 Winter Park, Florida 32789
Alan J. Saffran, M.D.	Secretary/Treasurer	7251 University Blvd., Suite 100 Winter Park, Florida 32789

3. The names and respective address of its Directors are:

<i>Name:</i>	<i>Address:</i>
Clifford B. Dubbin, M.D.	7251 University Blvd., Suite 100 Winter Park, Florida 32789
Michael S. Mokris, M.D.	7251 University Blvd., Suite 100 Winter Park, Florida 32789
Bradley R. Reese, M.D.	7251 University Blvd., Suite 100 Winter Park, Florida 32789
John F. Huhn, M.D.	7251 University Blvd., Suite 100 Winter Park, Florida 32789
Alan J. Saffran, M.D.	7251 University Blvd., Suite 100 Winter Park, Florida 32789
Gregory Neil Boger, M.D.	7251 University Blvd., Suite 100 Winter Park, Florida 32789

4. All debts, obligations, and liabilities of the Corporation have been paid or

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TALLAHASSEE, FLORIDA

discharged or adequate provision has been made therefor.

5. All remaining property and assets of the Corporation have been distributed amount the Shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the Corporation in any court.

7. An executed copy of the Shareholders' Statement of Intent to voluntarily dissolve the Corporation by written consent of all of the Shareholders, is attached hereto as Exhibit "A." Such written consent has been signed by all of the Shareholders of the Corporation.

Dated: December 31, 2003.

FOG-USC, INC.

By: Michael S. Mokris
Michael S. Mokris, M.D., President/Director

By: Alan J. Saffran
Alan J. Saffran, M.D., Secretary/Treasurer/
Director

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared Michael S. Mokris, M.D., as President/Director, and Alan J. Saffran, M.D., Secretary/Treasurer/Director, who are to me well known or produced _____ as identification, to be the persons described in, and who subscribed, the above Articles of Dissolution, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal this 31st day of December, 2003.



(NOTARY SEAL)

Laura L. Hofma
MY COMMISSION # DD082233 EXPIRES
April 26, 2006
BONDED THROUGH TROY FAIR INSURANCE, INC.

Laura L. Hofma
Notary Public, State of Florida

My Commission Expires:

**STATEMENT OF INTENT TO DISSOLVE
FOG-USC, INC.
BY WRITTEN CONSENT OF ALL THE SHAREHOLDERS**

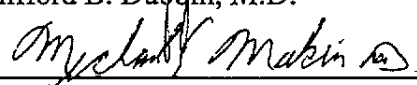
Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, the undersigned Florida corporation submits the following statement of intent to dissolve the corporation upon written consent of all its shareholders:

1. The name of the corporation is FOG-USC, Inc.
2. All of the shareholders of the Corporation hereby authorize the dissolution of the Corporation.
3. All of the shareholders of the Corporation hereby adopt the Resolutions of the Shareholders Regarding the Complete Liquidation of the Corporation, which resolutions are attached hereto as Attachment "1."

Dated: December 31, 2003.

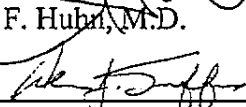
SHAREHOLDERS:


Clifford B. Dubbin, M.D.


Michael S. Mokris, M.D.


Bradley R. Reese, M.D.


John F. Huhn, M.D.


Alan J. Saffran, M.D.


Gregory Neil Boger, M.D.

FOG/USC, INC.

By: Michael S. Mokris
Michael S. Mokris, M.D., President

By: Alan J. Saffran
Alan J. Saffran, M.D., Secretary/Treasurer

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FOG-USC, INC.
ACTION BY WRITTEN CONSENT
OF ALL THE DIRECTORS AND SHAREHOLDERS
WITHOUT A MEETING

Pursuant to the provisions of Section 607.0704 and 607.0821, of the Florida General Corporation Act, the undersigned, who are all of the Directors and all of the Shareholders of FOG-USC, INC., a Florida corporation (the "Corporation"), hereby adopt, by written consent of all of the Directors and all of the Shareholders, the following joint resolutions:

**RESOLUTIONS OF THE BOARD OF DIRECTORS AND SHAREHOLDERS
REGARDING THE COMPLETE LIQUIDATION OF THE CORPORATION:**

RESOLVED, that in the judgment of the Board of Directors and Shareholders of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be liquidated and dissolved;

FURTHER RESOLVED, that the Directors and Shareholders of the Corporation hereby unanimously consent to and approve the liquidation and dissolution of the Corporation;

FURTHER RESOLVED, that a Plan of Liquidation be, and it hereby is, formulated to effect such liquidation and dissolution in accordance with the following resolutions;

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties of the Corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation;

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to file Articles of Dissolution pursuant to Section 607.1403 of the Florida General Corporation Act with the Department of State of the State of Florida;

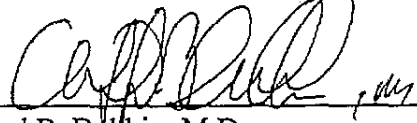
FURTHER RESOLVED, that after providing for all proper debts of the Corporation, the remaining assets of the Corporation be distributed to the Shareholders of the Corporation, in complete redemption of all of the outstanding stock of the Corporation;

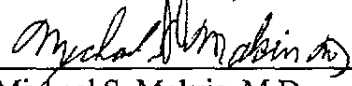
FURTHER RESOLVED that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable; and

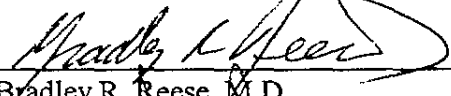
FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all of such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.


Dated: December 22, 2003.

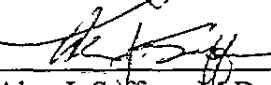
DIRECTORS AND SHAREHOLDERS:

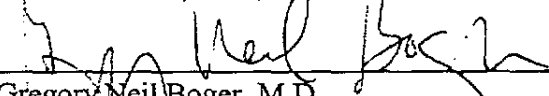

Clifford B. Dublin, M.D.


Michael S. Mokris, M.D.

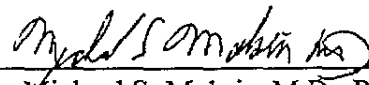

Bradley R. Reese, M.D.

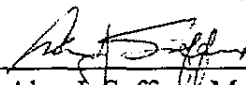

John F. Hupp, M.D.


Alan J. Saffran, M.D.


Gregory Neil Boger, M.D.

FOG/USC, INC.

By: 
Michael S. Mokris, M.D., President

By: 
Alan J. Saffran, M.D., Secretary/Treasurer

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**PLAN OF LIQUIDATION
FOR
FOG/USC, INC.**

FOG/USC, INC. ("Corporation"), a Florida corporation, has deemed it advisable, and in the best judgment of the Shareholders and Board of Directors of the Corporation, that the Corporation should be liquidated.

The Plan of Liquidation (the "Plan") sets forth the Plan of Liquidation of the Corporation. The proper officers of the Corporation, and the Board of Directors, shall take the following actions:

1. Collect all of the assets of the Corporation.
2. Discharge or make provision for discharging all of the liabilities of the Corporation:
3. Distribute all of the remaining property among the Shareholders according to their interests. It is the intent of the parties that an Assignment of Partnership Interest and authorization to transfer limited partnership interests be executed and forms attached hereto as Exhibit "A", transferring to each Shareholder their respective interest in the limited partnership interest owned by the Corporation.
4. Take any other action necessary to wind up and liquidate the business and affairs of the Corporation.
5. The Effective Date of this liquidation shall be December 31, 2003.

FOG/USC, INC.

By: Michael S. Mokris
Michael S. Mokris, M.D., President

By: Alan J. Saffran
Alan J. Saffran, M.D., Secretary/Treasurer