

**STATEMENT OF INTENT TO DISSOLVE
E.A. ISBELL, M.D., P.C.
BY UNANIMOUS WRITTEN CONSENT OF ITS SHAREHOLDERS**

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of § 10-2A-181 of the Code of Alabama (1975), as amended, the undersigned professional corporation submits the following statement of intent to dissolve the professional corporation upon unanimous written consent of all its shareholders:

FIRST: The name of the professional corporation is E.A. Isbell, M.D., P.C. (the "Corporation").

SECOND: The names and respective addresses of its officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
E.A. Isbell, M.D.	President	1281 South Hickory St. Suite C Melbourne, FL 32901
Sara Ann Warren	Vice President	301 Wildhaven Circle Gadsden, AL 35901
Debbie Hubbard	Secretary	800 Memorial Drive Bessemer, AL 35020

THIRD: The names and respective addresses of its directors are:

<u>NAME</u>	<u>ADDRESS</u>
E.A. Isbell, M.D.	1281 South Hickory St. Suite C Melbourne, FL 32901
Sara Ann Warren	301 Wildhaven Circle Gadsden, AL 35901
Debbie Hubbard	800 Memorial Drive Bessemer, AL 35020

FOURTH: Attached hereto as Exhibit A is a copy of the Unanimous Written Consent signed by all the shareholders of the Corporation evidencing their consent to the voluntary dissolution of the Corporation.

Burr, Forman

Dated 11/4, 1991.

E.A. ISBELL, M.D., P.C.

By: E.A. Isbell
Its President

and

By: Deborah D. Hubbard
Its Secretary

STATE OF Florida)
Brevard COUNTY)

VERIFICATION

Before me, the undersigned Notary Public, in and for said County in said State, personally appeared on this date E.A. Isbell, who being by me first duly sworn, did depose and say as follows: (1) that the affiant is President of E.A. Isbell, M.D., P.C., an Alabama professional corporation, (2) that he, as such officer, is authorized and empowered to make this sworn affidavit and verification and to cause this Statement of Intent to Dissolve to be executed and filed for record, and (3) that he, as said officer of said corporation, is familiar with the contents of the foregoing Statement of Intent to Dissolve, and the same is the act and deed of the corporation, and the matters and things set forth in said Statement of Intent to Dissolve are true and correct.

E.A. Isbell
E.A. Isbell
President

Sworn to and subscribed
before me on this 4th
day of November, 1991.

Julia A. Williams
NOTARY PUBLIC

My Commission Expires:
Notary Public, State of Florida at Large
My Commission Expires Sept. 21, 1993

**UNANIMOUS CONSENT OF THE SOLE STOCKHOLDER
OF
E.A. ISBELL, M.D., P.C.**

The undersigned, constituting the holder of all the issued and outstanding capital stock of E.A. Isbell, M.D., P.C., an Alabama professional corporation (the "Corporation"), does hereby consent in writing to the following transactions and does hereby adopt the following resolutions relating thereto:

WHEREAS, it has been proposed that E.A. Isbell, M.D., P.C. (the "Corporation") be liquidated and that its assets be distributed to the sole stockholder of the Corporation; and

WHEREAS, the sole stockholder of the Corporation is of the opinion that it is advisable and for the benefit of the Corporation and the stockholder that the Corporation should be liquidated and dissolved.

NOW, THEREFORE, be it resolved by the holder of all the issued and outstanding capital stock of the Corporation that effective on the date of this action, a plan of liquidation be, and it is hereby, formulated to effect such liquidation and dissolution in accordance with the following resolutions:

RESOLVED, by the holder of all of the issued and outstanding capital stock of the Corporation that, after providing for all proper debts and contingent liabilities of the Corporation, the President or any Vice President and the Secretary or any Assistant Secretary of the Corporation and each of them be, and they are hereby, authorized to distribute all of the property of the Corporation to the sole stockholder of the Corporation; and

RESOLVED FURTHER, by the holder of all of the issued and outstanding capital stock of the Corporation that the actions provided for in the foregoing resolution providing for the complete liquidation and distribution of its assets be commenced as soon as practical; and

RESOLVED FURTHER, by the holder of all of the issued and outstanding capital stock of the Corporation that the President or any Vice President and the Secretary or any Assistant Secretary of the Corporation and each of them be, and they are hereby, authorized and directed to pay all 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 purpose of the foregoing resolutions; and

RESOLVED FURTHER, by the holder of all of the issued and outstanding capital stock of the Corporation that this Corporation be dissolved; that the President or any Vice President and the Secretary or any Assistant Secretary be, and they are hereby, authorized, directed, and empowered to execute for and on behalf of the Corporation, and file with the Probate Office of Shelby County, Alabama, a Notice of Intent to Dissolve together with a copy of this written consent pursuant to § 10-2A-181 of the Code of Alabama (1975), as amended; and that after all known debts, liabilities and obligations of the Corporation have been paid or adequately provided for and the remaining property and assets have been distributed as herein provided, the President or any Vice President and the Secretary or any Assistant Secretary be, and they are hereby, authorized, directed, and empowered to execute for and on behalf of the Corporation and file with the Probate Office of Shelby County, Alabama, the Articles of Dissolution pursuant to §§ 10-2A-190 and 10-2A-191 of the Code of Alabama (1975), as amended; and

RESOLVED FURTHER, by the holder of all the issued and outstanding capital stock of the Corporation that the President or any Vice President and the Secretary, and each of them, be, and they are hereby, authorized and directed to execute all instruments, documents, deeds, assignments, bills of sale, checks, conveyances, tax returns, schedules, exhibits, agreements and certificates, to fully consummate the execution of each of the foregoing resolutions relating to the adoption of the terms of the plan of liquidation.

This Unanimous Written Consent of the Sole Stockholder shall be effective upon its execution by the stockholder whose name is set forth below.

Executed by the undersigned this 4 day of November, 1991, the Secretary of the Corporation being hereby directed to file this Unanimous Written Consent of the Sole Stockholder of the Corporation with the minutes of the proceedings thereof.

STOCKHOLDER:


E.A. Isbell