

This Instrument Prepared By:

Gary S. Schiff
Attorney at Law
Baker, Donelson, Bearman, Caldwell & Berkowitz
A Professional Corporation
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203



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Shelby Cnty Judge of Probate, AL
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ARTICLES OF DISSOLUTION
OF
J.J.M. ASSOCIATES, P.C.

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA

Pursuant to the provisions of Code of Alabama §10-2B-14.02 (1994), J.J.M. Associates, P.C., an Alabama professional corporation (the "Corporation"), hereby adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. NAME. The name of the Corporation is:

J.J.M. Associates, P.C.

2. AUTHORIZATION. The dissolution was authorized on September 30, 2003.

3. WRITTEN CONSENT OF SHAREHOLDERS. The dissolution was approved by the written consent of the shareholders of the Corporation pursuant to Code of Alabama §§10-2B-14.02(f) and 10-4-381, a copy of which is attached hereto as Exhibit A.

4. EFFECTIVE DATE. These Articles of Dissolution shall be effective on the date on which the same are filed with the Judge of Probate of Shelby County, Alabama.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed by the Corporation on September 30, 2003.

J.J.M. ASSOCIATES, P.C.

By: 

Mark S. Williams, M.D.
Its President

ACTIONS OF THE SHAREHOLDERS
OF
J.J.M. ASSOCIATES, P.C.
BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF SPECIAL MEETING

The following actions are taken by the shareholders of J.J.M. Associates, P.C., an Alabama professional corporation (the "Corporation") through this Action by Unanimous Written Consent and in lieu of holding a special meeting of the shareholders, pursuant to the provisions of Code of Alabama, Sections 10-2B-7.04 and 10-4-381, the Articles of Incorporation of the Corporation and the Bylaws of the Corporation:

1. Adoption of the following resolution:

RESOLVED: That the voluntary dissolution of J.J.M. Associates, P. C. (the "Corporation") pursuant to the provisions of Code of Alabama Sections 10-2B-14.02(f) and 10-4-381, be and hereby is approved; and that the directors and officers of the Corporation be and hereby are authorized and directed to execute, in the name and on behalf of the Corporation, such documents and to take any and all other actions, upon such terms and conditions as they may deem appropriate, necessary or advisable to dissolve and liquidate the Corporation under the laws of the State of Alabama.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent to Dissolution, as the shareholders of the Corporation on this 30 day of September, 2003.



Mark S. Williams, M.D.
Shareholder



John G. Nicholas, M.D.
Shareholder



Joseph Nicholson, M.D.
Shareholder