

172739

ARTICLES OF DISSOLUTION
BY SHAREHOLDERS
OF
GYNECOLOGY ASSOCIATES, P.S.C.

RECEIVED & FILED
\$ 40.00
SEP 30 9 30 AM '96
JOHN Y. BROWN III
SECRETARY OF STATE
COMM. OF KENTUCKY
BY [Signature]

To the Secretary of State
Commonwealth of Kentucky

Pursuant to the provisions of the Kentucky Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Dissolution:

1. The name of the corporation is GYNECOLOGY ASSOCIATES, P.S.C.
2. The date the dissolution was authorized was September 27, 1996.
3. The number of votes entitled to be cast on the proposal to dissolve is two.
4. The Shareholders unanimously voted in favor of the dissolution.
5. These Articles of Dissolution shall be effective as of filing on September 30, 1996.

Executed on September 27, 1996.

GYNECOLOGY ASSOCIATES, P.S.C.

Larry C. Franks, M.D.
Name: Larry C. Franks, M.D.
Title: President

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ABRAM S GOROON
MICHAEL E DORFRANK
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FREDERICK H BURTON
MARK G KOBASUK
CHARLES H WANGBURN III
STEPHEN N JETT
RUSSELL S SAYRE
JAN MICHELE LEMON KEANNEY
TROY A BLACKBURN
W TIMOTHY MILLER
TIMOTHY L COYLE**
MICHAEL A MANZLER
DANIEL E FAUSJ
DANIEL R WAPNECK
JENNIFER L EASCHENDOR
JOHN M STANTON III
SCOTT E WEGAND
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MICHAEL W LOUDENSLAGER
GEORGE D MOLINSKY
RONALD A BELL
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MATTHEW F GUCKERMAN
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GALE E NELSON
JOHN C MIDDLETON***
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RAYMOND W LEMBOKE
LAJIRA A WANGENBUCH
ROBERT A WINTER, JR **
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T SCOTT BUDY
CORZEN CANTON
JENNIFER BUSH OLANO
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JANE GUENTHER PARENT
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KEITH W JOHNSON
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JOSEPH A ROETTERWALD**
TIMOTHY S HALL
GAROLYN K GERWIN
HOWARD M ULLMANN
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SUSAN ORTODY RUBEN
JOHN P CUNO**
WILLIAM E JOHNSON
JULIA B MUESTER
CYNTHIA C PELSON
CURT CARL HARTMAN

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****NOT ADMITTED TO OHIO

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JAMES H BRIDGLAND JR
FRANK H STEWART
JAMES J RYAN
ROBERT J KORNBERG
RONALD R NEWBANKS
THOMAS D HEBBEN
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STEPHEN R NECHERBAS
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D JACK DORSEY **
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STEVEN W WEEKS
WILLIAM J SEITZ **
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GERALD J HAKEN
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R JOSEPH PARKER
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DAVID L JOHNSON**
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TIMOTHY R WAGLY**
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OF COUNSEL: J BACH SCHUBERT
EDWARD R WEALEY
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CYNTHIA A BLANK
JAMES L MATER

September 27, 1996

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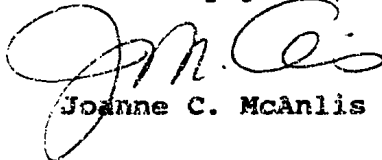
Secretary of State
Commonwealth of Kentucky
State Office Building
Frankfort, KY 40601-3493

Re: Dissolution of Gynecology Associates, P.S.C.

Gentlemen:

I enclose for filing an original and three copies of the Articles of Dissolution by Shareholders of Gynecology Associates, P.S.C. and the requisite \$49.00 filing fee. We are sending this document to you via Federal Express Friday so that you may have it on Monday for filing on Monday, September 30, 1996. If you have any questions in this regard, please do not hesitate to contact my secretary, Jean Warman, at 381-2838, Ext. 269 so that she may fax to you any further documentation you might require.

Sincerely yours,



Joanne C. McAnlis

JCM:jw
Encl.

cc: Melvin S. Shotten, Esq.
(W/Encl.)