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Charles J. Tobin, III  
Stephen J. Grifferty

James J. Grifferty  
of Counsel

Amy W. Cohen\*

\*Also admitted in NJ

FEDERAL EXPRESS

March 18, 1999

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Commonwealth of Delray, Inc.

900002812413--7  
-03/19/99--01094--008  
\*\*\*\*\*96.25 \*\*\*\*\*52.50

Dear Sir or Madam:

In regard to the above-named corporation, enclosed herewith please find the original Articles of Voluntary Dissolution of Commonwealth of Delray, Inc. for filing. We have included our attorney check in the amount of \$96.25 representing the cost of filing fee, one certified copy and a certificate of status.

Additionally enclosed please find our Federal Express return envelope for the return of the filed documents or in the event that corrections need to be made to the current document.

Thank you for your attention to this matter.

Very truly yours,

TOBIN AND GRIFFERTY, P.C.

Stephen J. Grifferty

Diss  
3-24-99  
BJS

SJG:gs  
Enclosures

FILED  
99 MAR 19 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF VOLUNTARY DISSOLUTION OF  
COMMONWEALTH OF DELRAY, INC.

We, the undersigned, Rosemary Thompson, President, and Joel Dyslin, Secretary, do hereby certify as follows:

1. The name of the Corporation is COMMONWEALTH OF DELRAY, INC.
2. The name and respective addresses of its officers and directors are:

| <u>Name</u>       | <u>Address</u>  | <u>Position</u>         |
|-------------------|---|-------------------------|
| Rosemary Thompson | Layton House Community<br>265 Rindge Avenue<br>Cambridge, MA 02140-3212           | President/Director      |
| Priscilla Meier   | Kenwood Convent of the Sacred Heart<br>799 South Pearl Street<br>Albany, NY 12202 | Vice President/Director |
| Judith Cagney     | Society of the Sacred Heart<br>4389 W. Pine Boulevard<br>St. Louis, MO 63108      | Treasurer/Director      |
| Joel Dyslin       | Kenwood Convent of the Sacred Heart<br>799 South Pearl Street<br>Albany, NY 12202 | Secretary/Director      |

3. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefor.

4. All the remaining property and assets of the Corporation have been distributed to Kenwood Convent of the Sacred Heart, a 501(c)(3) charitable organization, pursuant to plan of charitable distribution and dissolution adopted by the shareholders.

5. There are no actions pending against the Corporation in any

CLERK OF STATE  
TALLAHASSEE, FLORIDA

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**Tobin and  
Grifferty PC**  
ATTORNEYS AT LAW

One Executive Centre Drive  
Albany, New York 12203  
(518) 452-2552

6. A dissolution of the Corporation was duly authorized, consented to, and approved at a meeting of the Shareholders of the Corporation held on ~~January~~ <sup>February</sup> 18, 1999 by a unanimous vote of all of the Shareholders and is confirmed by resolution of the Shareholders at the same meeting. A conformed copy of this resolution is attached hereto as Exhibit "A".

DATED this 18<sup>th</sup> day of ~~January~~ <sup>February</sup>, 1999.

Signed, sealed and delivered in the presence of: COMMONWEALTH OF DELRAY, INC.

[Signature]  
Witness

By: Rosemary Thompson  
Rosemary Thompson, President

[Signature]  
Witness

By: Joel Dyslin  
Joel Dyslin, Secretary

STATE OF Missouri )  
COUNTY OF St. Louis ) 357-28-9143

Before me personally appeared Rosemary Thompson, President of COMMONWEALTH OF DELRAY, INC., and she acknowledged before me that she executed the foregoing Articles of Voluntary Dissolution this 18<sup>th</sup> day of January, 1999.

[Signature]  
Notary Public  
My Commission Expires: 3/19/2001

STATE OF New York )  
COUNTY OF Albany )

Before me personally appeared Joel Dyslin, Secretary of COMMONWEALTH OF DELRAY, INC., and he acknowledged before me that he executed the foregoing Articles of Voluntary Dissolution this 18<sup>th</sup> day of ~~January~~ <sup>February</sup>, 1999.

[Signature]  
Notary Public  
My Commission Expires: 12-31-2000

DOLORES FOURNIER  
Notary Public, State of New York  
Qualified in Albany County  
No. 4760815  
Commission Expires 12-31-2000

## EXHIBIT "A"

CERTIFICATE OF RESOLUTION

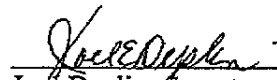
The undersigned, being the Secretary of COMMONWEALTH OF DELRAY, INC., hereby certifies that the following resolution was adopted by written action of the shareholders of COMMONWEALTH OF DELRAY, INC. (the "Corporation") without a meeting dated the 18<sup>th</sup> day of February, 1999.

WHEREAS, it is the desire of the Shareholders of the Corporation to voluntarily dissolve the Corporation and distribute the corporation's assets to Kenwood Convent of the Sacred Heart, a 501(c)(3) charitable organization. Therefore, it is hereby:

RESOLVED, that the President of the Corporation, Rosemary Thompson, the Treasurer of the Corporation, Judith Cagney, and the Secretary of the Corporation, Joel Dyslin, are hereby authorized and directed on behalf of the Corporation to distribute the corporation's assets to Kenwood Convent of the Sacred Heart; and

RESOLVED, that the President of the Corporation, Rosemary Thompson, and the Secretary of the Corporation, Joel Dyslin, are hereby authorized and directed on behalf of the Corporation to immediately execute and cause to be filed Articles of Voluntary Dissolution of the Corporation with the Secretary of State of the State of Florida.

(CORPORATE SEAL)

  
Joel Dyslin, Secretary