

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

640263

300002412223--3
-01/27/98--01002--013
****105.00 *****35.00

Edu-Care, Inc

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search 1/27 _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
98 JAN 26 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REC'D
98 JAN 26
DIVISION OF C
JON VOL DIS

361mgp

Signature _____

Requested by: Cher 1/26 253
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF DISSOLUTION

OF

EDU-CARE, INC.

FILED

98 JAN 26 PM 4: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is EDU-CARE, INC.
2. The names and respective addresses of its officers are:

Name and Address

Title

Stephen Markowitz
3814 Bimini Avenue
Cooper City, FL 33026

President

Mark Yanklewitz
11608 Sunfish Way
Cooper City, FL 33026

Secretary/Treasurer

3. The names and respective addresses of its directors are:

Stephen Markowitz
3814 Bimini Avenue
Cooper City, FL 33026

Mark Yanklewitz
11608 Sunfish Way
Cooper City, FL 33026

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

5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation in any pending action).

7. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 18 day of December, 1997.

DATED this 31 day of December , 1997.

Stephen Markowitz
Stephen Markowitz, President

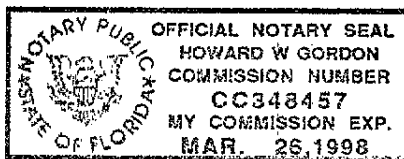
Mark Yanklewitz
Mark Yanklewitz, Secretary

STATE OF FLORIDA)
) :ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority duly qualified to take acknowledgements and administer oaths in the County and State last aforesaid, personally appeared Stephen Markowitz, as President, and Mark Yanklewitz, as Secretary, of EDU-CARE, INC. a Florida corporation, to me known and who acknowledged before me that they have executed the foregoing Articles of Dissolution on behalf of said corporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my official hand and seal this 31 day of December, 1997.

Howard W. Gordon
Notary Public, STATE OF FLORIDA
My Commission Expires:



WRITTEN CONSENT OF THE
SHAREHOLDER AND ALL DIRECTORS OF
EDU-CARE, INC.

The undersigned, being all of the shareholders and all of the directors of the above-named corporation, do hereby consent to and adopt the following resolutions:

RESOLVED, the following plan of liquidation is hereby adopted for the assembling and marshalling of the assets of the corporation, the paying of or making adequate provisions for the creditors and debtors of the corporation, and the apportioning of the remaining assets among the shareholders according to their respective interests;

RESOLVED FURTHER, that the corporation is being liquidated pursuant to Section 331 of the Internal Revenue Code of 1954, as amended, pursuant to the laws of the State of Florida, and will distribute all of its assets to its shareholders;

RESOLVED FURTHER, that all liabilities and obligations of the corporation will be paid or discharged, or that adequate provision will be made therefor;

RESOLVED FURTHER, that the officers of the corporation are hereby authorized to establish a reserve in a reasonable amount to meet known liabilities and liquidating expenses and estimated unascertained or contingent liabilities or contingent expenses, if they deem such a reserve is necessary. The officers shall arrange for the distribution of any unused balance of the reserve to the shareholders as soon as practicable;

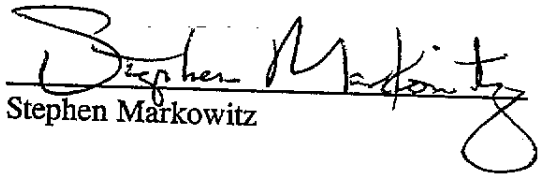
RESOLVED FURTHER, that, after the provision for, or the payment of, the known debts and liabilities of the corporation, the officers of the corporation are authorized and directed to distribute the remaining assets of the corporation to the shareholders of record in proportion to the number of shares owned by them in cancellation of their shares;

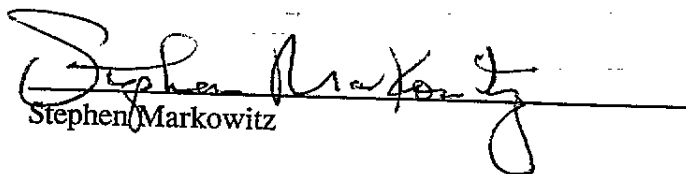
RESOLVED FURTHER, that the officers of this corporation are hereby authorized and directed to execute all documents required by law to be filed, including the filing within thirty (30) days after the date of this consent of Form 966 with the Internal Revenue Service Center in Atlanta, Georgia, attaching thereto a certified copy of these resolutions, indicating that the shareholders and directors have adopted a plan of liquidation pursuant to Section 331 of the Internal Revenue Code of 1954, as amended, and to do all other things necessary or convenient to effect the liquidation of this corporation; and as soon as practical after the distribution and transfer of the assets and liabilities to the stockholders in exchange for his capital stock, the corporation shall file Articles of Dissolution and all other documents necessary to effect the dissolution of this corporation.

Executed this 18 day of December 1997.

STOCKHOLDERS:

DIRECTORS:


Stephen Markowitz


Stephen Markowitz


Mark Yanklewitz


Mark Yanklewitz