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Voldis By10 Hershoff W Lupino, LLP.

ATTORNEYS AT LAW
JAY A. HERSHOFF
JAMES S. LUPINO
KURT A. VON GONTEN
SANDRA NABOZNY-YOUNGER
JESSICA ROTHENBERG
ROBERT C. STOBER

RUSSELL A. YAGEL

90130 OLD HIGHWAY

TAVERNIER, FLORIDA 33070

(305) 852-8440 • (305) 852-8848 FAX

LAND USE COORDINATOR PETER D. BACHELER

February 2, 2005

Secretary of State Division of Corporations 409 E. Gaines Street P.O. Box 6327 Tallahassee, Florida 32314

Re: Guidance Clinic of the Upper Keys, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Dissolution for the above referenced corporation, together with a check in the sum of \$35.00 to cover the cost of filing same. Please return the conformed Articles to our address listed in the letterhead above.

Very truly yours,

Debbie Boyce, Secretary to

James S. Lupino

DB:db Enclosures

DIVISION OF CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida not for profit corporation submits the following Articles of Dissolution: FIRST: The name of the corporation is GUIDANCE CLINIC OF THE UPPER KEYS, INC. . . SECOND: Adoption of dissolution (Complete Section I or II) SECTION I If the corporation has members entitled to vote: The date of the meeting of members at which the resolution to dissolve was adopted March 4, 2004 (CHECK ONE) The number of votes cast for dissolution was sufficient for approval. The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes. **SECTION II** If the corporation has no members or members with voting rights: The corporation has no members or members with voting rights. The date of adoption of the resolution by the board of directors was The number of directors in office was _____ and the vote for the resolution was for and against. (By the Chairman or Vice Chairman of the Board, President or other officer) Signature _ KATHLEEN SCHRAEDER

(Typed or printed name)

(Title)

President