

F98000001511

MARK P. ALTIERI*
LINDA C. SHAR
RUSSELL R. AUKERMAN
ROBERT P. ELLIS, JR.
MARK R. GROSS
DAVID L. HERZER* (FL, NY)
WILLIAM F. KOLIS, JR.
RICHARD A. NAEGELE
MATTHEW W. NAKON
MARSHA L. NICOLOFF
RICHARD D. PANZA* (FL, NY)
CHARLES J. PAWLUKIEWICZ
THOMAS PILLARI* (FL)
WILLIAM P. PRESCOTT
JOHN D. RYBARCZYK
RACHELLE KUZNICKI ZIDAR
* LICENSED TO PRACTICE
IN ADDITION TO OHIO

WICKENS, HERZER & PANZA
A LEGAL PROFESSIONAL ASSOCIATION
1144 WEST ERIE AVENUE
P.O. BOX 840
LORAIN, OHIO 44052-0840

LORAIN: (440) 246-5268
CLEVELAND: (216) 447-4418
ELYRIA: (440) 236-3921
FACSIMILE: (440) 244-4380

Writer's Extension No.: 3207
Writer's E-Mail Address: ksmith@whplpa.com

WILLIAM G. WICKENS
(1932 - RETIRED 1996)

April 20, 1999

VIA CERTIFIED MAIL NO. Z 316 676 527
RETURN RECEIPT REQUESTED

FLORIDA DEPARTMENT OF STATE
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002850035--8
-04/23/99--01101--001
*****35.00 *****35.00

RE: Worldcare, Inc.
Foreign Corporation Withdrawal of Authority

FILED
APR 23 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

This office represents Worldcare, Inc. Enclosed is an original Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for Worldcare, Inc. Also enclosed is our client's check in the amount of \$35.00 as and for the filing fee for this Application.

Kindly return a time-stamped copy of the enclosed Application. I have provided a self-addressed stamped envelope for your convenience. Please feel free to contact the undersigned with any questions or comments you may have regarding the enclosed.

Sincerely,

WICKENS, HERZER & PANZA
A Legal Professional Association

Kathryn A. Smith
By: Kathryn A. Smith
Paralegal for Mark P. Altieri

Wither

KAS/jar
Enclosures
cc: Michael T. Christie (w/enclosures)

[Handwritten initials]

APR 28 1999

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

WORLD CARE, INC.
(Name of Corporation)

OHIO
(Incorporated Under Laws Of)

FILED
99 APR 23 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.


This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

951 S.E. Central Parkway
(Mailing Address)

Stuart, FL 34994
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Assistant Secretary
Signature of the chairman or vice chairman of the board, president, or any officer. Title

Mark P. Altieri
Typed or printed name

4/19/99
Date