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FILED  
97 SEP -8 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

August 28, 1997

Department of State  
Tallahassee, Florida 32304

RE: Helping Hand, Inc.

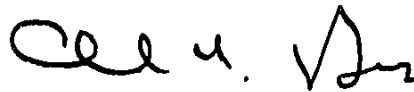
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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

Enclosed please find the Articles of Dissolution of Helping Hand, Inc. which have been prepared for filing with your office. Also enclosed is a copy of the signed minutes authorizing the corporate dissolution and our check in the amount of \$35.00 reflecting the filing fee required for filing the Articles of Dissolution. Lastly, we have enclosed a self-addressed, stamped envelope for your convenience in returning a copy of the Articles as stamped with the date of filing.

Should you have any questions concerning the enclosures or require any additional information or documentation, please do not hesitate to call.

Sincerely yours,



Charles H. Burns

CHB/rhb

Enclosures

VS SEP 16 1997

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ARTICLES OF DISSOLUTION  
OF HELPING HAND, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Chapter 607.267 of the Florida General Business Corporation Act.

To: Department of State  
Tallahassee, Florida 32304

Date Paid  
Filing Fee

March 20, 1986

Pursuant to the provisions of Section 607.267 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles Of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Helping Hand, Inc.
2. The names and respective addresses of the officers of the corporation are as follows:

Carol E. Gibbons  
461 Venus Drive  
Juno Beach, Florida 33408

3. The names and respective addresses of the Directors of the corporation are as follows:

Carol E. Gibbons  
461 Venus Drive  
Juno Beach, Florida 33408

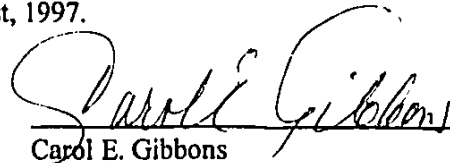
4. All liabilities and obligations of the corporation have been paid or discharged.

5. All property and assets of the corporation remaining after payment of all debts, obligations, and liabilities of the corporation, have been distributed among the shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the corporation in any court.

7. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation. A copy of such written consent is attached to these articles.

Dated this 25 day of August, 1997.

  
Carol E. Gibbons

**MINUTES OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS  
AND SHAREHOLDERS OF HELPING HAND, INC.**

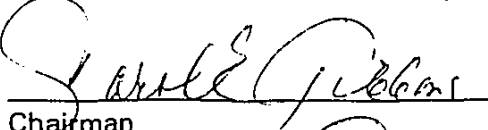
A special meeting of the Board of Directors and Shareholders of this Corporation was held on August 25, 1997, at 2:00 p.m. at the law offices of Charles H. Burns, counsel for the corporation, located at 1080 E. Indiantown Road, Jupiter, Florida.

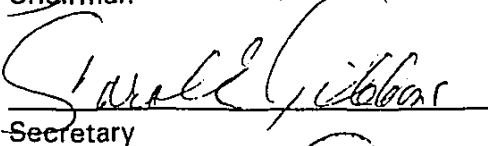
The sole director and shareholder being present, CAROL E. GIBBONS, the meeting was called to order by the chairman. The chairman advised that the meeting was called to approve and adopt the filing of the Articles of Dissolution for the Corporation. Upon motion duly made, seconded and unanimously carried, it was

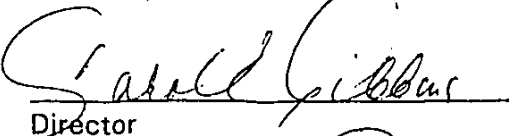
RESOLVED, that the Corporation is hereby dissolved and the attorney for the Corporation is hereby directed to prepare the Articles of Dissolution for filing with the Secretary of State of the State of Florida, and it is further

RESOLVED, that the signing of these minutes by the director and shareholder shall constitute full ratification thereof and Waiver of Notice of the meeting by the signatory.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

  
Chairman

  
Secretary

  
Director

  
Shareholder