

Division of Corporations

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DISSOLUTION  
PREFERRED CARE MAINTENANCE, INC.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$43.75

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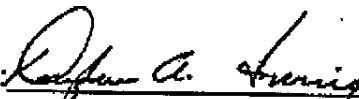
ARTICLES OF DISSOLUTION  
OF  
PREFERRED CARE MAINTENANCE, INC.

The undersigned, as President of PREFERRED CARE MAINTENANCE, INC., does hereby certify and affirm that the following are true and correct:

1. The name of Corporation: PREFERRED CARE MAINTENANCE, INC.
2. Debts, Obligations and Liabilities: All debts, obligations and liabilities of PREFERRED CARE MAINTENANCE, INC., have been paid or discharged, or, adequate provision for same has been satisfactorily made.
3. Property and Assets: All property and assets of PREFERRED CARE MAINTENANCE, INC., will be distributed to its Sole Stockholder in accordance with their rights and interest after such assets were used to satisfy the liabilities and obligations of PREFERRED CARE MAINTENANCE, INC.
4. Pending Action: There are no actions pending against PREFERRED CARE MAINTENANCE, INC., in any court.
5. Stockholder Action: Attached hereto is an executed Special Corporate Action by Written Consent of Sole Stockholder and Directors of PREFERRED CARE MAINTENANCE, INC., to dissolve the Corporation. A total of 75,000 shares out of 75,000 shares voted for the dissolution, and the number cast for dissolution was sufficient for approval.
6. Effective Date: Theses Articles of Dissolution were approved on the 26<sup>th</sup> day of March, 2001, and shall be effective as of the date filed with the Florida Department of State.

The undersigned has executed these Articles of Dissolution on the 26<sup>th</sup> day of March, 2001.

PREFERRED CARE MAINTENANCE,  
INC., a Florida corporation

By:   
\_\_\_\_\_  
Douglas A. Irving, President

235839.01

Prepared by:  
Bruce H. Bokor, Esquire  
911 Chestnut Street  
Clearwater, Florida 33756  
727-461-1818  
FL Bar No. 0150340

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WRITTEN CONSENT BY  
SOLE STOCKHOLDER AND DIRECTORS  
OF  
PREFERRED CARE MAINTENANCE, INC.

The Sole Stockholder and Directors of PREFERRED CARE MAINTENANCE, INC., a corporation organized and existing under the laws of the State of Florida, do hereby agree, consent to, adopt and order the following corporate action:

1. The undersigned do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.
2. The Sole Stockholder and Directors of the corporation have approved a proposal to liquidate and dissolve the Corporation. After careful consideration, the following resolution was unanimously adopted by the Sole Stockholder and Directors:

RESOLVED, that the following plan of complete liquidation of PREFERRED CARE MAINTENANCE, INC., in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, be and is hereby adopted:

The Officers and Directors are authorized and directed to proceed promptly to wind up the Corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.

As soon as possible, counsel for the Corporation shall file Articles of Dissolution of the Corporation with the Secretary of the State of Florida, and the Officers of the Corporation are authorized to execute all documents necessary in connection with the dissolution.

The Corporation's assets shall be distributed to the Sole Stockholder of the Corporation upon cancellation of the shares owned by such Sole Stockholder.

The Officers shall wind up the affairs of the Corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if they deem such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the Sole Stockholder, and cancel his shares; take all appropriate and necessary action to dissolve the Corporation under Florida law.

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If a reserve is established for claims against the Corporation, the Officers shall arrange for the distribution of any unused balance of the reserve to the Sole Stockholder as soon as practicable.

The actions of the Officers and Directors of the corporation from the last meeting until the date of this meeting are hereby ratified and confirmed as acts of the corporation.

The undersigned do hereby give their written consent to the foregoing actions.

DIRECTORS:

SOLE STOCKHOLDER:

*Douglas A. Irving*  
DOUGLAS A. IRVING

*Douglas A. Irving* 3/26/01  
DOUGLAS A. IRVING

*Sara Irving*  
SARA IRVING

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