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BY CERTIFIED MAIL-RETURN RECEIPT REQUESTED
RECEIPT NO. Z 019 459 041

December 8, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002370911--5
-12/12/97--01085--003
*****87.50 *****87.50

Re: Dissolution of Elan Vital Foundation, Inc.

Dear sir or madam:


I enclose one (1) original and a duplicate copy of Articles of Dissolution for Elan Vital Foundation Inc. along with my trust account check in the amount of \$87.50 to cover filing fees and certified copy.

Kindly return the certified copy to my attention at the address listed above.

Please do not hesitate to contact me if any further information is required.

Thank you for your cooperation in this matter.

Very truly yours,


Linda M. Smith

LMS:slc

Enc.

VS DEC 18 1997

No 1dis

FILED
97 DEC 12 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
ELAN VITAL FOUNDATION INC.

FILED
97 DEC 12 PM 2:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I

Name

The name of this corporation is: ELAN VITAL FOUNDATION INC.

Article II

Authorization for Dissolution

The dissolution was authorized by the Board of Directors and Sole Shareholder of the Corporation by a unanimous written consent dated 12/01, 1997. A copy of the Certificate of Resolution and Shareholder's Consent is attached hereto as Exhibit "A".

Article III

Debts and Obligations

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

Article IV

Distribution of Property and Assets

All the remaining property and assets of the corporation have been distributed to its Sole Shareholder.

Article V

Actions Against Corporation

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

Articles of Dissolution
Elan Vital Foundation Inc.
Page two

IN WITNESS WHEREOF, the undersigned officers have executed these Articles of Dissolution of Elan Vital Foundation Inc. this December 3, 1997.

John K. Bale

President: John K. Bale

Linda M. Smith

Secretary: Linda M. Smith

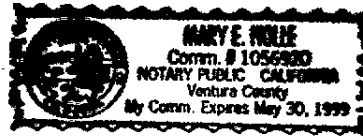
STATE OF CALIFORNIA)
) SS.
COUNTY OF LOS ANGELES)

BEFORE ME, this 17 November, 1997, personally appeared JOHN K. BALE who is personally known to me and who is the President of Elan Vital Foundation Inc. and he acknowledges to and before me that he executed the foregoing Articles of Dissolution. He did not take an oath.



Mary E. Holle
Notary Public
State of California At Large

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)



BEFORE ME, this December 3, 1997, personally appeared LINDA M. SMITH who is personally known to me and who is the Secretary of Elan Vital Foundation Inc. and she acknowledges to and before me that she executed the foregoing Articles of Dissolution. She did not take an oath.

Sylvia L. Centner
Notary Public
State of Florida At Large



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Unanimous Written Consent
By the Sole Shareholder and Directors
of
ELAN VITAL FOUNDATION INC.

The undersigned, being the sole shareholder and sole director of ELAN VITAL FOUNDATION INC., a Florida corporation (the "Corporation"), hereby consent to and approve the adoption of the following resolutions with the same force and effect as though adopted by unanimous vote at a meeting of the Board of Directors and Shareholders, in accordance with Sections 607.0704 and 607.0821, Florida Statutes.

Dissolution of the Corporation

RESOLVED, that the Corporation be dissolved in accordance with Section 607.1402 and 607.1403 of the Florida Business Corporation Act.

RESOLVED FURTHER, that in accordance with the resolution to dissolve the Corporation, the officers and directors of the Corporation be and they hereby are authorized and directed to:

1. distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation;
2. file Articles of Dissolution with the Secretary of State of the State of Florida;
3. file all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets; and
4. provide for the payment of any indebtedness owed by the corporation to any creditor or lienor.

RESOLVED FURTHER, that all actions taken on behalf of this corporation by its officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

These resolutions shall be effective as of December 1, 1997.

DIRECTOR:


John K. Bale

SOLE SHAREHOLDER: ELAN VITAL FOUNDATION

BY: 
Erika Bucher-Egolf, President

Attest: 
Felix Maffferetti, Secretary