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June 3, 1997

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-05/05/97--01024--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

Re: GOLDEN YEARS TOTAL HOME CARE, INC.

Dear Sirs:

Enclosed please find for filing the original Articles of Dissolution of Corporation regarding the above-named Corporation, together with the Shareholder's Written Consent to Dissolution of Corporation. Enclosed also is a check in the amount of \$35.00 in payment of applicable fees.

Thank you for your consideration and prompt assistance in this matter.

Cordially,



Craig P. Moore

CPM/vm

Encl.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN -5 PM 12:19

Diss  
5/12  
6/12

ARTICLES OF DISSOLUTION

OF

GOLDEN YEARS TOTAL HOME CARE, INC.

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

Date Paid  
Filing Fee \$35.00

FILED STATE  
SECRETARY OF CORPORATIONS  
97 JUN -5 PM 12:19

Pursuant to the provisions of Section 607.267 of the Florida General Corporation Act, or such other applicable statute, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is GOLDEN YEARS TOTAL HOME CARE, INC..

2. The names and respective addresses of the officers of the corporation are as follows:

Name	Office	Address
SHIRLEY PAUL	President, Secretary-Treasurer	4517 2nd Avenue No. St. Petersburg, FL
WANDA HORNBECK	Vice-President	2220 NE Coachman Rd Clearwater, FL

3. The names and respective addresses of the director(s) of the corporation is/are as follows:

Name	Address
SHIRLEY PAUL	4517 2nd Avenue No. St. Petersburg, FL
WANDA HORNBECK	2220 NE Coachman Rd Clearwater, FL

4. All liabilities and obligations of the corporation have been paid or discharged.
5. All property and assets of the corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, have been distributed among its 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 or signed in their names by their attorneys thereunto

Articles of Dissolution  
GOLDEN YEARS TOTAL HOME CARE, INC.  
Page Two

duly authorized. A copy of such written consent is  
attached to these Articles.

Dated at St. Petersburg, Florida the 7 day of FEBRUARY, 1997.

GOLDEN YEARS TOTAL HOME CARE, INC.

By: *Shirley Paul*

SHIRLEY PAUL

President, Secretary-Treasurer.

Sole Shareholder

TITLE

STATE OF FLORIDA           )  
COUNTY OF PINELLAS       )

BEFORE ME, the undersigned authority, personally appeared SHIRLEY PAUL, President and Secretary-Treasurer and sole shareholder of the Florida Corporation for Profit herein referenced, who is to me personally known or who produced Florida Driver's License as identification, and who executed the foregoing **ARTICLES OF DISSOLUTION OF GOLDEN YEARS TOTAL HOME CARE, INC.** and she acknowledged to and before me that she executed such document.

SWORN TO AND SUBSCRIBED before me at St. Petersburg, Pinellas County, Florida this 7 day of February, 1997.

My Commission Expires:

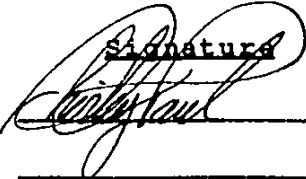


*Craig Moore*  
NOTARY PUBLIC  
CRAIG MOORE  
My Commission CC441902  
Expires Feb 27 1999  
Bonded by HAI  
800-422-1555

**SHAREHOLDERS' WRITTEN CONSENT TO DISSOLUTION  
OF CORPORATION AND AUTHORIZATION OF EXECUTION AND FILING OF  
ARTICLES OF DISSOLUTION OF GOLDEN YEARS TOTAL HOME CARE, INC.**

We, the undersigned, being a majority of the shareholders of **GOLDEN YEARS TOTAL HOME CARE, INC.**, and each owning and being entitled to vote the number of shares set forth opposite his or her name below, hereby approve and consent to the dissolution of the corporation as of December 15, 1996, and we hereby authorize the officers of the corporation to execute and file with the Secretary of State of the State of Florida the **ARTICLES OF DISSOLUTION OF GOLDEN YEARS TOTAL HOME CARE, INC.**, to which this Consent is attached.

Executed by each of the undersigned on the date set forth opposite his or her name, below.

<u>Name of Stockholder</u>	<u>Signature</u>	<u>Number of Shares Owned</u>	<u>Date of Signing</u>
SHIRLEY PAUL		<u>300</u>	<u>2/7/97</u>
_____	_____	_____	_____

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN -5 PM 12:19