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RICHARDS
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
GRAND BAY PLAZA
2665 SOUTH BAYSHORE DRIVE
SUITE 703
MIAMI, FLORIDA 33133

CARACAS OFFICE:
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TELECOPIER: 305-285-0015

OF COUNSEL
MITCHELL S. POLANSKY

00789- 00657-00671
December 21, 1998

VIA FEDERAL EXPRESS # 808 281 377 160

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Group Counselors LLC ("the Company")

Dear Madam or Sir:

Enclosed are the following documents pertaining to the Company:

1. Original Articles of Dissolution of the Company;
2. Original Members Unanimous Agreement to Dissolution of the Company; and
3. Richards' check No. 4217 in the amount of \$ 105.00 representing the filing fee and fee for a certified copy of the dissolution.

Please deliver the certified copy of the dissolution to our attention upon filing. Do not hesitate to call us with any questions you may have.

Sincerely,

Hal J. Webb
Hal J. Webb

HJW/AF
Enclosures

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DIVISION OF CORPORATIONS
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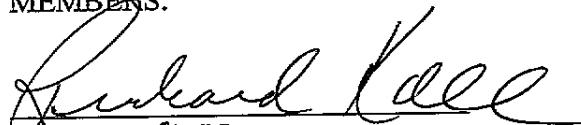
ARTICLES OF DISSOLUTION
OF
GROUP COUNSELORS, L.L.C.

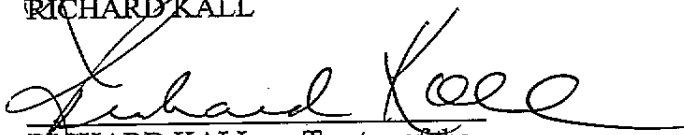
In accordance with Section 608.445 of the Florida Limited Liability Company Act, the undersigned execute these articles of dissolution and states the following:

1. The name of this limited liability company is GROUP COUNSELORS, L.L.C. (hereinafter "the Company").
2. The effective date of the Company's dissolution is 12/15/98.
3. The Company's dissolution was triggered by the following event: Unanimous written consent of all the members.
4. All debts, obligations, and liabilities of the Company have been paid and discharged or adequate provisions have been made.
5. All remaining property and assets of the Company have been distributed among its members in accordance with their respective rights and interests.
6. There are no suits pending against the company in any court. In case of a suit, adequate provisions have been made for the satisfaction of any judgment, order or decree which may be entered against the company.

Executed on Dec. 15, 1998, at Miami, Florida.

MEMBERS:


RICHARD KALL


RICHARD KALL, as Trustee of the
Revocable Living Trust of Richard Kall,
a Florida Trust dated March 2, 1997

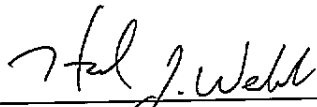
ARTICLES OF DISSOLUTION OF
GROUP COUNSELORS, L.L.C.

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DIVISION OF CORPORATIONS

Revocable Living Trust of Richard Kall,
a Florida Trust, dated March 2, 1997

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 15th day of December, 1998 by Richard Kall, as Trustee of the Revocable Living Trust of Richard Kall, a Florida Trust, dated March 2, 1997. He is personally known to me and did take an oath.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



Hal J. Webb
MY COMMISSION # CC597527 EXPIRES
October 30, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

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ARTICLES OF DISSOLUTION OF
GROUP COUNSELORS, L.L.C.

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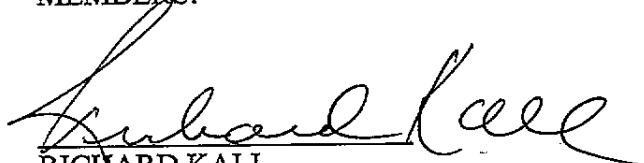
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DIVISION OF CORPORATIONS

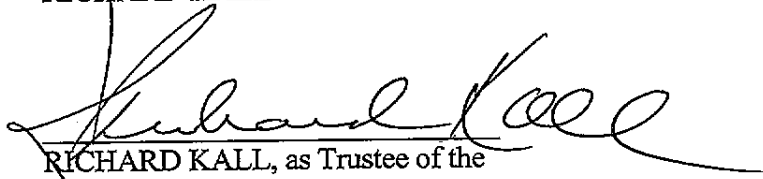
**MEMBERS UNANIMOUS AGREEMENT TO DISSOLUTION
OF
GROUP COUNSELORS, L.L.C.**

1. The undersigned include all of the members of GROUP COUNSELORS L.L.C., a limited liability company organized under the laws of the State of Florida. In accordance with Section 608.441(1)(b) of the Florida Limited Liability Act, we unanimously agree to the dissolution of the company.
2. The undersigned further agree that the manager RICHARD KALL is authorized and directed to take all actions necessary or appropriate to dissolve the company.

Executed on 12/15/98, at Miami, Florida

MEMBERS:


RICHARD KALL


RICHARD KALL, as Trustee of the
Revocable Living Trust of Richard Kall,
a Florida Trust, dated March 2, 1997

Unanimous Agreement to
Dissolution of
Group Counselors L.L.C.

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STATE OF FLORIDA

)
)SS:

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Hal J. Webb
MY COMMISSION # CC597527 EXPIRES
October 30, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Unanimous Agreement to
Dissolution of
Group Counselors L.L.C.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS