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December 21, 2000

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

100003513141--5
-12/26/00--01087--007
*****35.00 *****35.00

Attention: Filing - Articles of Dissolution

RE: KIDS INDIVIDUAL DEVELOPMENTAL SERVICES, INC.

Dear Sir or Madam:

Please find enclosed for filing an original and one copy of Articles of Dissolution for the above-referenced corporation, together with our check in the amount of \$35.00 for the filing fee. **PLEASE NOTE THAT THE DISSOLUTION IS TO BE EFFECTIVE AS OF DECEMBER 31, 2000, PER THE ENCLOSED WRITTEN CONSENT OF SHAREHOLDERS.** Please send verification of filing to us in the self-addressed envelope provided for your convenience.

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Victor S. Kostro

VICTOR S. KOSTRO

EFFECTIVE DATE
12-31-00

Diss
1-8-01
BMS

VSK:pip
Enclosures

N:\PHYLIS\FORMLET\DISS-VER.SEC

FILED
00 DEC 26 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION OF
KIDS INDIVIDUAL DEVELOPMENTAL SERVICES, INC.**

PURSUANT to Section 607.1403 of the Florida Business Corporation Act, this Corporation submits these Articles of Dissolution.

FIRST: The name of the Corporation is **KIDS INDIVIDUAL DEVELOPMENTAL SERVICES, INC.**, which was duly incorporated on February 23, 1988, by the State of Florida.

SECOND: The address of the principal office of the corporation is 407 Berwick Way, Melbourne, Florida 32940.

THIRD: The name and post office address of each of the directors of the Corporation are as follows:

SYLVIA F. GAY
407 Berwick Way
Melbourne, Florida 32940

CARL GAY
407 Berwick Way
Melbourne, Florida 32940

EFFECTIVE DATE

12-31-00

FILED
00 DEC 26 AM 8:23
CLERK OF STATE
TALLAHASSEE, FLORIDA

FOURTH: The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the Board of Directors and recommended to the shareholders of the corporation.

FIFTH: A majority of the shares entitled to vote for dissolution approved dissolution by Written Consent of the shareholders dated December 8, 2000, said percentage being sufficient for approval of dissolution.

The undersigned President and Secretary certify under the penalties of perjury that to the best of knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution on the 8 day of December, 2000.

**KIDS INDIVIDUAL DEVELOPMENTAL
SERVICES, INC.**

Attest:

Carl Gay
CARL GAY, Secretary

(SEAL)

By:

Sylvia F. Gay
SYLVIA F. GAY, President

WRITTEN CONSENT IN LIEU OF MEETING OF THE
SHAREHOLDERS OF
KIDS INDIVIDUAL DEVELOPMENTAL SERVICES, INC.
PURSUANT TO FLORIDA BUSINESS CORPORATION ACT

THE UNDERSIGNED, being a majority vote of the shareholders of the only class of stock of KIDS INDIVIDUAL DEVELOPMENTAL SERVICES, INC., a Florida corporation, hereby take the following actions by Written Consent in Lieu of a Meeting as authorized by Sections 607.0704 and 607.1402, as follows:

RESOLVED, that the Shareholders and Directors determine that it is advisable and beneficial for the Corporation to be dissolved and that the Shareholders consent to the dissolution and complete liquidation according to law, effective December 31, 2000.

FURTHER RESOLVED, that in accordance with such plan of dissolution, the officers, directors and the accountant for the Corporation are hereby authorized and directed to take any and all actions necessary to effectuate the dissolution of the Corporation, include, but not limited to, the following:

1. File Form 966 within thirty (30) days after the date hereof with the District Director of the Internal Revenue Service at Atlanta, Georgia, together with a copy of the certified resolutions;
2. Distribute all the assets in complete liquidation to the shareholders, subject to any unpaid liabilities and reduction and cancellation of all the outstanding stock of the Corporation;
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 creditors or lienors.

COPY

FURTHER RESOLVED, that this Written Consent may be executed in one or more counterparts, all of which shall be considered one and the same Consent, and shall become binding when one or more counterparts have been signed by a majority of the shareholders of the Corporation and delivered to the Corporation.

IN WITNESS WHEREOF, the undersigned Shareholders have hereunto set their hands to this Written Consent in Lieu of Meeting of the Shareholders of Kids Individual Developmental Services, Inc., on the 8th day of December, 2000.

By: Sylvia F. Gay
SYLVIA F. GAY, Shareholder

By: Carl Gay
CARL GAY, Shareholder