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* Florida
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May 21, 2001

** Florida
Washington, D.C.
Federal Bar

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

Re: United Home Care Services of West Palm Beach, Inc.


To whom it may concern:

Enclosed herein you will find Articles of Dissolution of United Home Care Services of West Palm Beach, Inc., along with a check for \$43.75 reflecting the filing fees required for the Articles of Dissolution and the Plan for Distribution of Assets.

Kindly file the same and send all confirmation reflecting that the same has been filed to the following address: c/o Jay R. Tome, Esquire, 2701 Ponce de Leon Boulevard, Mezzanine Level, Coral Gables, Florida 33134.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


JAY R. TOME, ESQUIRE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 24 PM 3:46

FILED

JRT/me
Enclosures

cc: Jose R. Fox

Cases/UHCSgen,01/ltr to Secretary of State for West Palm Beach04.04.01

at 5/30
JPL/dussol

**ARTICLES OF DISSOLUTION
OF
UNITED HOME CARE SERVICES OF WEST PALM BEACH, INC.**

Pursuant to Section 617.1403, Florida Statutes, this Florida not for profit Corporation submits the following Articles of Dissolution:

I. SECTION ONE: CORPORATE NAME

The name of the Corporation is United Home Care Services of West Palm Beach, Inc.

II. SECTION TWO: DATE OF INCORPORATION

The date that the Articles of Incorporation for United Home Care Services of West Palm Beach, Inc., were filed is March 30, 2000.

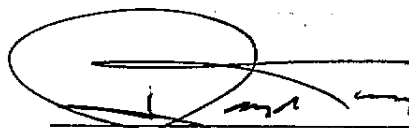
III. SECTION THREE: MEMBERSHIP IN CORPORATION

This Corporation has no Members with voting rights.

IV. SECTION FOUR: ADOPTION OF RESOLUTION

The date of the Adoption of the Resolution by the Board of Directors to dissolve this Corporation is March 29, 2001. The number of Members of the Board of Directors in office presently is four (4) and the vote for the resolution to dissolve the Corporation was unanimously in favor of the Dissolution.

Signed this 29th day of March, 2001.



JOSE R. FOX
(As Member of the Board of Directors)

4/9/01

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

PLAN FOR DISTRIBUTION OF ASSETS OF A NOT FOR PROFIT CORPORATION AFTER VOLUNTARY DISSOLUTION

The following Plan for Distribution of Assets of the above named not for profit Corporation is hereby submitted. The undersigned corporate officer hereby certifies that the Corporation, according to its Bylaws, has no Members that are entitled to vote. As such, this Plan for Distribution of Assets was adopted at a meeting of the Board of Directors at which time a quorum was present as all Members of the Board of Directors were present.

The meeting was held on the 29th day of March, 2001 at 10:00 A.M. at 5255 N.W. 87th Avenue, Suite 400, Miami, Florida 33178. At such time and place, this Plan of Distribution of Assets was considered, reflected upon, and discussed by the Members of the Board of Directors of the Corporation. Upon motion duly made, seconded and carried, it was unanimously approved that the following Plan of Distribution of Assets be implemented.

The Plan of Distribution provides for as follows:

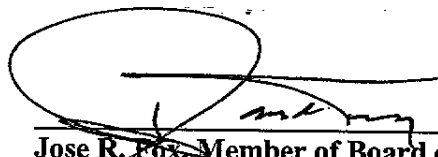
1. All liabilities and obligations of the Corporation will be paid and discharged, and adequate provisions will be made therefore. The Board of Directors, after having reviewed the Corporate records, determined that at the time of Dissolution, there are no liabilities and obligations of the Corporation. The Board of Directors ordered that a final accounting be done and that all necessary documents be filed with the appropriate agencies.
2. The Board of Directors considered the issue whether there were any assets held by the Corporation that require return, transfer, or conveyance as a result of the Dissolution. The Board of Directors determined that after having reviewed the Corporate records, there are no assets held by the Corporation which require return, transfer or conveyance as a result of this Dissolution.
3. The Board of Directors then determined whether there were any assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the Dissolution, and whether such assets be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, as provided in the Plan of Distribution of Assets.

The Board of Directors upon having reviewed the records of the Corporation, determined that there were no such assets that would fall within this provision.

4. The Board of Directors then examined whether there were any assets belonging to the Corporation that needed to be distributed in accordance with provisions of the Articles of Incorporation or the Bylaws to the extent that such Articles of Incorporation or the Bylaws determine the distributive rights of Members or any classes of Members or provide for distribution to others. The Board of Directors having reviewed the records of the Corporation determined that there were no assets that would fall within such a category.
5. The Board of Directors then determined that having reviewed the assets of the Corporation, that there are no assets to be distributed to any person, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in the Plan of Distribution of Assets.

The undersigned, as a Member of the Board of Directors and as an Officer of the Corporation hereby executes and authenticates this Plan of Distribution of Assets, and indicates that the Plan of Distribution of Assets will be filed with the Department of State as required under Florida Statute §617.1406(4).

The undersigned Member of the Board of Director and Officer of the Corporation hereby certifies that the necessary approval procedure was followed in accordance with Florida Statute §617.1406(2).



**Jose R. Fox, Member of Board of Directors
and President of the Corporation**

4/9/01

Date