

NO1000005607

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DISSOLUTION

WINDSOR MANOR CHILDREN'S HOME, INC.

Certificate of Status	0
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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 29, 2003

WINDSOR MANOR CHILDREN'S HOME, INC.
FELDER AZOR
2204 VILLAGE PARK RD #203
PLANT CITY, FL 33563

SUBJECT: WINDSOR MANOR CHILDREN'S HOME, INC.
REF: N01000005607

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the corporation has no members or members entitled to vote, the dissolution must contain a statement to that effect. It must also contain the date of adoption of the resolution by the board of directors- the number of directors then in office, and the vote for the resolution.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Document Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
WINDSOR MANOR CHILDREN'S HOME, INC.

The undersigned, Barbara Bicknell, certifies that she is the Chairman and a member of the Board of Directors of WINDSOR MANOR CHILDREN'S HOME, INC., a Florida not-for-profit corporation (the "Corporation"), with authority to file these Articles of Dissolution with the Secretary of State and further certifies each of the matters hereafter set forth is correct and complete:

1. The legal name of the Corporation is WINDSOR MANOR CHILDREN'S HOME, INC.

2. A written action to dissolve the Corporation was taken by all five of the Corporation's directors and became effective on August 6, 2003.
and was adopted

3. The Corporation has no members; accordingly, no members were entitled to vote on the Corporation's dissolution.

WHEREFORE, the undersigned requests the Secretary of State, upon being satisfied that all statutory requirements have been complied with, to file these Articles of Dissolution in accordance with the provisions of the Florida Not For Profit Corporation Act.

DATED: August 6, 2003


Barbara Bicknell, Chairman and Member of
The Board of Directors

295033.1



**WRITTEN ACTION OF THE DIRECTORS
OF WINDSOR MANOR CHILDREN'S HOME, INC.**

The undersigned, being all of the directors of WINDSOR MANOR CHILDREN'S HOME, INC., a Florida not-for-profit corporation (the "Company"), acting pursuant to the terms of §617.1406, Florida Statutes, and by agreement of the undersigned not otherwise proscribed by the Company's Articles of Incorporation or By-Laws, hereby take the following written actions in lieu of holding a meeting regarding same:

1. **Dissolution of Company.** It is hereby agreed that the Company shall be dissolved immediately pursuant to Section 617.1402, Florida Statutes, and in that regard, it is agreed that the Company shall file with the Florida Secretary of State its Articles of Dissolution in the form attached hereto.

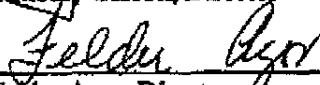
2. **Plan of Distribution of Assets.** It is acknowledged that the Company has already ceased the active conduct of its business. The following plan of distribution of the Company's assets is hereby approved: (i) all liabilities and obligations of the Company not already paid and discharged shall be paid and discharged or adequate provisions shall be made therefore; (ii) any assets held by the Company upon a condition requiring return, transfer or conveyance, which condition shall occur by reason of the Company's dissolution, shall be returned, transferred or conveyed in accordance with such requirements; (iii) any assets received and held by the Company 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 Company's dissolution shall 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 Company; and (iv) other assets, if any, shall be distributed in accordance with the Company's Articles of Incorporation or By-Laws.

3. **Procedural Matters.** Each director of the Company is authorized and directed, in the name and on behalf of the Company and under its seal or otherwise, to execute and deliver all such documentation necessary to effect such dissolution and to take all such further action as such director, in his or her discretion, may consider necessary or appropriate in order to effect the full intent and purpose of these written actions to dissolve the Company in accordance with applicable law.

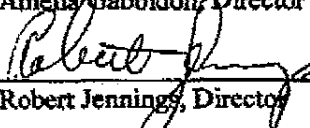
DATED: August 16, 2003


Barbara Bicknell, Chairman and Director


Timothy Carroll, Director


Felder Azor, Director


Amelia Gabbidon, Director


Robert Jennings, Director

CERTIFICATE

The undersigned, Barbara Bicknell, hereby certifies that she is the Chairman of the Board of Directors of WINDSOR MANOR CHILDREN'S HOME, INC., a Florida not-for-profit corporation (the "Company"), and further certifies that attached hereto is a correct and complete copy of the written action taken by directors of the Company pursuant to which a plan of the distribution of the assets Company was set forth and approved, which written action has not been in any way modified, amended, rescinded or revoked and remains on the date hereof in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Company as of this 16 day of August, 2003.

Barbara J. Bicknell
Barbara Bicknell, Chairman and Director

295108.1