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Division of Corporations

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## Florida Department of State

Division of Corporations

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## DISSOLUTION

**CHESTERBROOK PARENT GROUP, INC.**

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*Voluntary Dissolved*

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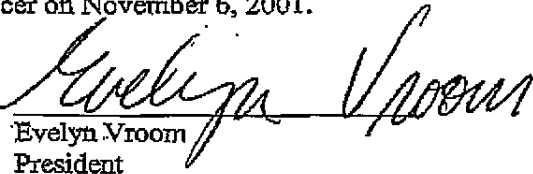
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**ARTICLES OF DISSOLUTION  
OF  
CHESTERBROOK PARENT GROUP, INC.**

Pursuant to F.S. §§ 617.1402(2) and 617.1403, these Articles of Dissolution provide that:

1. Name. The name of the corporation is Chesterbrook Parent Group, Inc.
2. Members. The corporation has no members.
3. Resolution. The Board of Directors of the corporation adopted a Resolution authorizing dissolution on November 6, 2001. At that time, the corporation had 3 board members. The vote was unanimous in favor of dissolution, which was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the corporation by its duly authorized officer on November 6, 2001.

  
Evelyn Vroom  
President

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**EXHIBIT "A"****PLAN OF DISTRIBUTION OF ASSETS  
CHESTERBROOK PARENT GROUP, INC.**

**WHEREAS**, Chesterbrook Parent Group, Inc. is a Florida not-for-profit corporation (the "Company"); and

**WHEREAS**, the Company desires to dissolve and wind up its affairs pursuant to the following Plan of Distribution of Assets (the "Plan") and F.S. § 617.1406.

1. Pursuant to F.S. § 617.1406(2), the Company has no members and therefor may adopt the Plan at a meeting of its Board of Directors by a majority vote.
2. Pursuant to F.S. § 617.1406(3)(a), the Company shall pay or discharge all liabilities and obligations, if any, or shall make adequate provision therefor.
3. Pursuant to F.S. § 617.1406(3)(b), the Company shall return, transfer, or convey all assets required to be returned, transferred, or conveyed because of the dissolution of the Company to the appropriate party, if any.
4. Pursuant to F.S. §§ 617.1406(3)(c), (d) and (e), the Company shall transfer as a gift all remaining assets, if any, to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Company.
5. Proper officers, agents and employees of the Company shall do all such things and acts and execute, acknowledge and deliver all such documents as may in their discretion be deemed necessary or desirable to carry out and comply with the terms and provisions of the Plan.

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**RESOLUTION OF THE BOARD OF DIRECTORS OF  
CHESTERBROOK PARENT GROUP, INC.**

**WHEREAS**, Chesterbrook Parent Group, Inc. is a Florida not-for-profit corporation (the "Company"); and

**WHEREAS**, the Company desires to dissolve and wind up its affairs.

**WHEREAS**, in connection with such dissolution, the Company desires to adopt the attached Plan of Distribution of Assets.

**NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED AS FOLLOWS:**

1. The Company hereby elects to dissolve and wind up its affairs.
2. The attached Plan of Distribution of Assets is hereby adopted and approved.
3. Proper officers, agents and employees of the Company are hereby authorized, empowered and directed to do all such things and acts and to execute, acknowledge and deliver all such documents as may in their discretion be deemed necessary or desirable to carry out and comply with the terms and provisions of this Resolution.
4. All previous resolutions of this Board of Directors which are inconsistent with this Resolution be, and the same hereby are, repealed, revoked and rescinded to the extent of any such inconsistency.

This Resolution adopted and approved this 8<sup>th</sup> day of November 2001.

Date Signed:

11/8/01

11/8/01

11/8/01

Directors:

Danielle C. Piesowocki  
Danielle C. Piesowocki

Laurie LeBoutillier  
Laurie LeBoutillier

Evelyn Vroom  
Evelyn Vroom

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