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12-31-01

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DIVISION OF CORPORATIONS

DISSOLUTION

MCCLELLAN PARK DAY SCHOOL, INC.

Certificate of Status	0
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ARTICLES OF DISSOLUTION**MCCLELLAN PARK DAY SCHOOL, INC.****EFFECTIVE DATE**12-31-01

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

ARTICLE I - NAME

The name of the Corporation is MCCLELLAN PARK DAY SCHOOL, INC.

ARTICLE II - RESOLUTION TO DISSOLVE

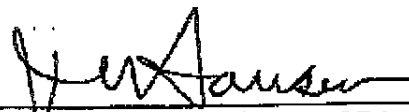
Pursuant to Section 617.1403(1)(c), the Corporation has no Members, or its Members are not entitled to vote on dissolution; therefore, the date of adoption of the Resolution by the Board of Directors for dissolving the Corporation was November 28, 2001. The number of Directors in office on the date of adoption of the Resolution by the Board of Directors to dissolve the Corporation was four (4), and the vote for the Resolution was four (4) for and zero (0) against dissolving the Corporation.

The effective date of the dissolution of the Corporation shall be the 31st day of December, 2001. Said Resolution was adopted by the Directors of the Corporation on the 28th day of November, 2001.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Dissolution on this 10th day of December, 2001.

MCCLELLAN PARK DAY SCHOOL, INC.

By:


Thomas Hauser, President and Director

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MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS
OF
MCCLELLAN PARK DAY SCHOOL, INC.

The special meeting of the Board of Directors of the above-captioned Corporation was held on the date, time and place as set forth in the written Waiver of Notice and Consent signed by all of the Directors, fixing such time and place, and prefixed to the Minutes of this meeting.

There were present the following:

Thomas Hauser
Matt Sperling
Rita Callahan
Peggy A. Albano

being all of the Directors of the Corporation.

The Secretary announced that the Directors had signed a Waiver of Notice of the meeting, and the Chairman directed that said Waiver be incorporated in the Minutes of the meeting.

The Chairman stated that the purpose of this meeting was to consider a plan for the liquidation and dissolution of the corporation. The following plan, which was prepared by the attorneys for the Corporation after consultation with all the Directors, was submitted to the meeting.

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**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF
MCCLELLAN PARK DAY SCHOOL, INC.**

This Plan of Complete Liquidation and Dissolution, hereinafter referred to as the "Plan", is for the purpose of effecting the complete liquidation and dissolution of MCCLELLAN PARK DAY SCHOOL, INC., pursuant to the following steps:

1. Adoption of the Plan. The Plan shall be submitted to the Directors of the Corporation for adoption at a meeting to be held for that purpose. The Plan shall become effective upon its adoption by the affirmative vote of the Directors of the corporation.
2. Cessation of Business. Following the adoption of the Plan by the Directors as specified above, the Corporation shall not engage in any business activities except for the purpose of preserving the value of its assets, adjusting and winding up of its business and affairs, and distribution of its assets in accordance with the Plan. The Directors then in office, and the Officers, at their pleasure, shall continue in office solely for that purpose.
3. Determination of Member Interests and Distribution of Assets. The Corporation shall distribute its assets in accordance with Article IX of the Articles of Incorporation, as well as Florida Statute 617.1406(3)(b)(c)(d)(e). The Directors' interest in the assets of the Corporation shall not be transferable by the negotiation of Member certificates.
4. Reserve for Taxes and Expenses. The officers shall set aside a reserve fund in an amount estimated by the accountant of the Corporation to be sufficient to pay all unpaid taxes, accounting expenses, and legal expenses in connection therewith. Any amount remaining in the reserve fund after the payment of such taxes and expenses shall be distributed pursuant to Section 3 of the Plan. Said reserve fund shall be administered through the Dunlap & Moran, P.A. Trust Account.
5. Liabilities. Pursuant to Florida Statute 617.1406(3)(a), all liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions made with respect to said liabilities and obligations.
6. Dissolution. In addition to the execution and filing of the final income tax returns of the Corporation, the Directors and Officers shall, within thirty (30) days of the adoption of the Plan, execute and file Treasury Department Form 990 or Form 990-PF, as applicable, and in due time, all other returns, documents and information required to be filed by reason of the complete liquidation of the Corporation. The effective date of the dissolution shall be December 31, 2001. All remaining corporate records shall be stored at 845 South School Avenue, Sarasota, Florida.

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7. Authorization for Necessary Acts. The Directors and the Officers of the Corporation shall carry out and consummate the Plan, and shall have the power to adopt all resolutions, execute all documents and file all papers, and take all other action they deem necessary or desirable for the purposes of effecting the dissolution of the Corporation and the complete liquidation of its business and affairs.

After full discussion and upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the Plan of Complete Liquidation and Dissolution of the Corporation, as submitted to this Special Meeting of the Board of Directors is hereby adopted and approved in all respects by the Board of Directors.

FURTHER RESOLVED, that the appropriate corporate officers, are hereby authorized and directed to execute and deliver in the name and on behalf of the Corporation, said Plan of Complete Liquidation and Dissolution and any and all documents, instruments or papers required to carry out and to effect the above-mentioned Plan, and it was:

FURTHER RESOLVED, that any interested party may rely upon a copy of this Resolution, certified by the Secretary of the Corporation, as evidence of the authority of said officers of the corporation to act in the foregoing, and that said copy of this Resolution shall be conclusive evidence that this Resolution stands unimpaired and unrevoked.

There being no further business to come before the meeting, the same was, on motion duly made, seconded and unanimously carried, adjourned.


Rita Callahan, as Secretary

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