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REFERENCE : 232368 7132640

AUTHORIZATION :

COST LIMIT : \$ 35.00

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TALLAHASSEE, FLORIDA

ORDER DATE : July 23, 2001

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CUSTOMER NO: 7132640

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CUSTOMER: Mr. Dale S. Webber
Buchanan Ingersoll, P.c.
Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

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DIVISION OF CORPORATIONS
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NAME: FRANCISCAN SISTERS OF ALLEGANY
RESIDENCE OF MIAMI BEACH, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

6 000000000000 JUL 23 2001

CONTACT PERSON: Norma Hull - EXT# 1115

EXAMINER'S INITIALS: _____

**ARTICLES OF DISSOLUTION
OF
FRANCISCAN SISTERS OF ALLEGANY RESIDENCE
OF MIAMI BEACH, INC.**

Pursuant to the provisions of Florida Statutes, Section 617.1403, the undersigned corporation adopts the following Articles of Dissolution:

1. The name of the corporation is Franciscan Sisters of Allegany Residence of Miami Beach, Inc. (the "Corporation").
2. The Corporation has no Members.
3. The Board of Directors of the Corporation adopted Resolutions on June 28, 2001, authorizing the dissolution of this corporation. The Corporation has five (5) Directors currently in office. All four (4) Directors in attendance at the meeting voted in favor of the dissolution of the Corporation and authorized the filing of these Articles of Dissolution.
4. The Board of Directors of the Corporation has adopted a Plan of Distribution, a copy of which is attached as Appendix "A", in accordance with the Corporation's Articles of Incorporation and Florida Statutes, Section 617.1406.

Franciscan Sisters of Allegany
Residence of Miami Beach, Inc.

Date: 7/16/01

By: Margaret M. Kimmins

Margaret Mary Kimmins, OSF, President *10ir*

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TALLAHASSEE, FLORIDA

EXHIBIT A

**PLAN OF DISTRIBUTION
OF ASSETS
OF
FRANCISCAN SISTERS OF ALLEGANY RESIDENCE
OF MIAMI BEACH, INC.**

This Plan of Distribution of the assets of Franciscan Sisters of Allegany Residence of Miami Beach, Inc. (the "Corporation") has been prepared and approved in accordance with Florida Statutes, §617.1406(2), consistent with the Corporation's Articles of Incorporation, as amended:

1. The Corporation has no liabilities or obligations.
2. The Corporation holds no assets upon condition requiring return, transfer or conveyance in the event of dissolution.
3. All other assets received and held by the Corporation shall be distributed in accordance with Florida Statutes §617.1406(3)(c)-(d) and the Articles of Incorporation of the Corporation to Franciscan Sisters of Allegany, New York, Inc.
4. The officers of the Corporation shall file Articles of Dissolution with the Florida Secretary of State pursuant to Florida Statutes, § 617.1403 as directed by the Board of Directors of the Corporation.
5. The officers of the Corporation shall cause all fees to be paid and to do or cause to be done such other acts as they may deem to be necessary to proper top carry out the dissolution of the Corporation.

IN WITNESS WHEREOF, this Plan of Distribution is executed pursuant to the authorization of the Corporation's Board of Directors.

FRANCISCAN SISTERS OF
ALLEGANY RESIDENCE OF
MIAMI BEACH, INC., a Florida not
for profit corporation

Date: 7/16/01

By: Margaret M. Kimmins
President OSF

Officer's Certificate of Compliance

I, Margaret Mary Kimmins, OSF, as President of Franciscan Sisters of Allegany Residence of Miami Beach, Inc., do hereby certify that the foregoing Plan of Distribution was adopted by the Board of Directors of the Corporation in accordance with the requirements of Florida Statutes, §617.1406(2).

Margaret M. Kimmins OSF
Margaret Mary Kimmins, OSF