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BRIAN P. GABRIEL, P.A.

ATTORNEYS AT LAW
PROSPERITY GARDENS

SUITE 204

11380 PROSPERITY FARMS ROAD
PALM BEACH GARDENS, FLORIDA 33410

(561) 622-5575

(561) 622-5576

Brian P. Gabriel
Sam J. Gabriel

Fax
Brian (561) 622-5531
Sam (561) 622-8079
Faith (561) 745-2062

April 24, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
P. O. Box 6327
Tallahassee, Florida 32399

000002507270--3
-05/01/98--01002--009
****157.50 ****35.00

Re: Gabriel Rehabilitation, Inc.

Gentlemen:

Enclosed you will find article of dissolution, a statement of intent to dissolve Gabriel Rehabilitation, Inc., a certified extract of minutes of a meeting at which a resolution to dissolve was passed and two executed copies of the Articles of Incorporation of Gabriel Rehabilitation, Inc. Kindly file the articles of dissolution dissolving Gabriel Rehabilitation, Inc., a non profit corporation and then file the articles of incorporation of Gabriel Rehabilitation, Inc., a corporation for profit. When this has been completed please return a certified copy of the articles of incorporation to this office. Also enclosed is a check in the amount of \$157.50 for the filing fee for the articles of dissolution, \$35.00, the filing fee for the articles of incorporation, \$35.00, the resident agent fee, \$35.00 and a certified copy of the articles, \$52.50.

If you have any questions, please call me.

Yours very truly,

Sam J. Gabriel

Enclosure:

Enclosure:

FILING 35
R. AGENT
CERT. COPY
CUS
OVERPAYMENT
TOTAL 35

FILED STATE
SECRETARY OF CORPORATIONS
MAY - 1 AM 11:24

m. Gabriel
Gave OK
to add directors
+ members on
intent - remove
stockholders.
(90)

Dissolution
38

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -1 AM 11:24

ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 617.1402
OF THE
FLORIDA GENERAL CORPORATION ACT

Pursuant to the provisions of Section 617.1402 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation.

1. The name of the corporation is GABRIEL REHABILITATION incorporated on January 28, 1997.

2. The names and respective addresses of the officers are:

NAME	OFFICE	ADDRESS
DANIEL J. GABRIEL	President Secretary Treasurer	1815 Pleasant Drive North Palm Beach, Fl. 33408
DAWN GABRIEL	Vice Pres. Asst. Sect.	1815 Pleasant Drive North Palm Beach, Fl. 33408

3. The names and respective addresses of it's directors are:

NAME	ADDRESS
DANIEL J. GABRIEL	1815 Pleasant Drive North Palm Beach, Fl. 33408
DAWN GABRIEL	1815 Pleasant Drive North Palm Beach, Fl. 33408
BRIAN GABRIEL	11380 Prosperity Farms Rd., Ste. 204 Palm Beach Gardens, Fl. 33410

4. All debts, obligations and liabilities of the corporation have been paid or discharged.

5. All remaining property and assets of the corporation have been distributed among the in accordance with their respective rights and interests.


6. There are no pending actions against the corporation in any court.

7. A statement of intent to dissolve the corporation is filed herewith and a copy is attached hereto.

Dated April 24, 1998.

Gabriel Rehabilitation, Inc.

By: 
Daniel J. Gabriel, President

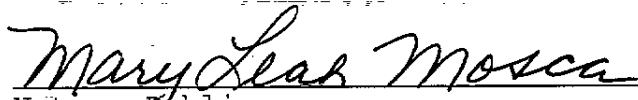

Dawn Gabriel, Assistant Sect.

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared, DANIEL J. GABRIEL, President, and DAWN GABRIEL, Assistant Secretary, of GABRIEL REHABILITATION, INC., to me personally known to be the persons described in and who subscribed the above articles of dissolution, and they did take an oath and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Palm Beach Gardens in said County and State, this 24 day of April, 1998.


Notary Public
My Commission Expires:

(NOTARY SEAL)



MARY LEAH MOSCA
MY COMMISSION # CC456217 EXPIRES
July 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

STATEMENT OF INTENT TO DISSOLVE

GABRIEL REHABILITATION, INC.

BY WRITTEN CONSENT OF ALL DIRECTORS

Pursuant to the provisions of Section 617.1402 of the Florida General Corporation Act, the undersigned corporation submits the following statement of intent to dissolve the corporation upon written consent of all it's directors.

1. The name of the corporation is GABRIEL REHABILITATION, INC.

2. All of the directors of the corporation hereby authorize the dissolution of the corporation.

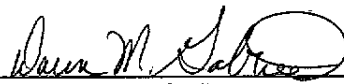
Gabriel Rehabilitation, Inc.


Daniel J. Gabriel

Dated the 24th day of April, 1998.

Gabriel Rehabilitation, Inc.

By: 
Daniel J. Gabriel, President

And 
Dawn Gabriel, Asst. Sect.

CERTIFIED EXTRACT OF MINUTES

I, the undersigned Secretary of Gabriel Rehabilitation, Inc., a corporation duly organized and existing under the laws of the State of Florida, and having it's principal place of business in Palm Beach County, Florida, hereby certify that the following is a true copy of a certain resolution duly adopted by all of the stockholders of the said corporation in accordance with the By-Laws and duly adopted by all of the Directors of the corporation and recorded in the Minutes of a Meeting of the Directors held on April 15, 1998, and not subsequently rescinded or modified:

RESOLVED, that all of the members of the corporation and all of the Directors of the corporation hereby unanimously consent to and approve the liquidation of the corporation, all in accordance with the terms and provisions of the plan of liquidation adopted by all of the Stockholders and all of the Directors at a special meeting held on April 15, 1998.

RESOLVED, that the proper Officers be and they are hereby authorized and directed to file a Certificate of Dissolution with the Secretary of State of the State of Florida for the purpose of dissolving the corporation.

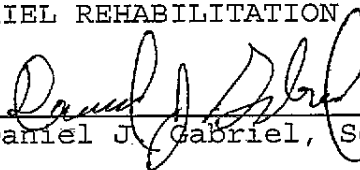
RESOLVED, that the proper Officers of the corporation be and they are hereby authorized and directed to do or cause to be done all such actions or things that may be deemed necessary and proper in order to effect the liquidation and dissolution of the corporation in accordance with the plan of liquidation adopted by all of the members and all of the Directors of the Corporation.

I FURTHER CERTIFY that the following now occupy the respective offices designated in the above quoted resolution and that the same are duly qualified as such officers:

DANIEL J. GABRIEL, President, Secretary and Treasurer
DAWN GABRIEL, Vice-President and Assistant Secretary

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation this 24th day of April, 1998.

GABRIEL REHABILITATION INC.

By: 
Daniel J. Gabriel, Sect.