

PD5000/24332

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

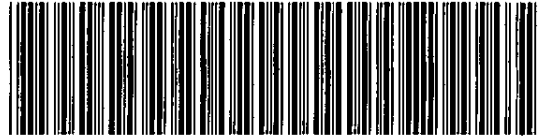
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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01/18/08--01015--012 **35.00

FILED

2008 JAN 18 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D: 5/9
[Signature]

1-2208

Mr. Austin S. Llewellyn
Eleos Care, Inc.
25 Turtle Creek Circle
Oldsmar, FL 34677

December 31, 2007

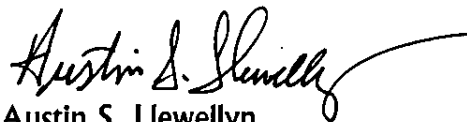
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Eleos Care, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Dissolution and Consent in Lieu of Special Meeting of Board of Directors, together with a check in the amount of \$35.00. This represents the filing fee and certificate of status for Eleos Care, Inc.

Very truly yours,

A handwritten signature in cursive script, reading "Austin S. Llewellyn", followed by a long horizontal flourish.

Austin S. Llewellyn
Vice-President

ARTICLES OF DISSOLUTION

of

ELEOS CARE, INC.

FILED

2008 JAN 18 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby dissolves the incorporated company under the laws of the State of Florida.

ARTICLE I – CORPORATE NAME

The name of the incorporated company herein dissolving is Eleos Care, Inc.

ARTICLE II – DATE FILED AND DOCUMENT NUMBER

The Articles of Incorporation were filed on September 8, 2005, and assigned document number P05000124332.

ARTICLE III – DATE OF DISSOLUTION

The date of dissolution as approved:

December 31, 2007

ARTICLE IV – RESOLUTION TO DISSOLVE

A copy of the resolution to dissolve is attached and the incorporated company herein by reference. Such resolution was adopted by the directors of the incorporated company on December 31, 2007.

ARTICLE V – DEBTS

All debts of the incorporated company have been paid, discharged or provision for payment.

ARTICLE VI – PROPERTY DISTRIBUTION

No property remains in the incorporated company after applying it to the payment of the liabilities and obligations of the incorporated company.

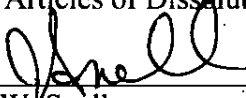
ARTICLE VII – ADOPTION OF DISSOLUTION

A majority of the incorporators authorized the dissolution.

ARTICLE VIII – FILING WITH STATE OF FLORIDA

These Articles of Dissolution shall be delivered to the Department of State. Upon finding that these Articles of Dissolution conform to law, it shall, when all fees and taxes have been paid as prescribed in Chapter 607.1403, Florida Statutes, file the Articles of Dissolution in accordance with the Florida Statutes.

IN WITNESS WHEREOF, the undersigned directors and shareholders have executed these Articles of Dissolution this 31 day of DECEMBER 2007.



John W. Snell



STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared John W. Snell, known to me to be the person who executed the foregoing Articles of Dissolution, and who acknowledged before me that he executed these Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto affixed by hand and seal, in the State and County aforesaid this _____ day of _____, 2007.

Notary Public, State of Florida at Large
My commission expires:

IN WITNESS WHEREOF, the undersigned directors and shareholders have executed these Articles of Dissolution this 31 day of DECEMBER, 2007.


Austin S. Llewellyn

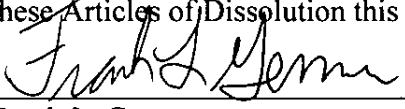
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Austin S. Llewellyn, known to me to be the person who executed the foregoing Articles of Dissolution, and who acknowledged before me that he executed these Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto affixed by hand and seal, in the State and County aforesaid this _____ day of _____, 2007.

Notary Public, State of Florida at Large
My commission expires:

IN WITNESS WHEREOF, the undersigned directors and shareholders have executed these Articles of Dissolution this 31 day of DECEMBER, 2007.


Frank L. Gemma

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Frank L. Gemma, known to me to be the person who executed the foregoing Articles of Dissolution, and who acknowledged before me that he executed these Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto affixed by hand and seal, in the State and County aforesaid this _____ day of _____, 2007.

Notary Public, State of Florida at Large
My commission expires:

**CONSENT IN LIEU OF SPECIAL MEETING
OF BOARD OF DIRECTORS AND SHAREHOLDERS
OF ELEOS CARE, INC.**

The undersigned, being all of the Directors and/or Shareholders of Eleos Care, Inc. ("the Corporation"), acting without meeting pursuant to the Florida General Corporation Act, hereby consent to and adopt the following actions, preambles, and resolutions:

- (1) RESOLVED, that this Consent shall be in lieu of a Special meeting of the Shareholders and Board of Directors of this Corporation.
- (2) RESOLVED, that the Corporation shall be dissolved upon consent of the shareholders and directors, by filing Articles of Dissolution with the State of Florida.

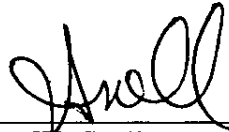
The directors of the corporation are as follows:

John W. Snell
Austin S. Llewellyn
Frank L. Gemma

The shareholders of the corporation are as follows:

John W. Snell
Austin S. Llewellyn
Frank L. Gemma

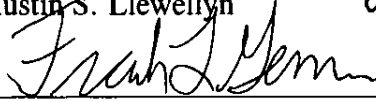
Dated this 31st day of December, 2007



John W. Snell



Austin S. Llewellyn



Frank L. Gemma