

GOLDEN YEARS GROUP, Inc.
27549 Riverbank Drive
Bonita Springs, FL 34134
Phone (941) 948-2277 Fax (941) 948-2278

P15530

December 1, 1999

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
99 DEC - 1 PM 3:27
TALLAHASSEE, FLORIDA

**Ref: Application By Foreign Corporation for Withdrawal of
Authority to Transact Business or Conduct Affairs in Florida**

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-12/01/99--01078--006
*****52.50 *****52.50

Dear Sir or Madam:

Enclosed is our completed Application for Withdrawal, authorized on 11/15/99
with an effective date of 12/31/99.

Also enclosed is a check to cover the fee to file the certificate (\$35) plus a
request for a certified copy (\$8.75), plus a request for a Certificate of
Status (\$8.75) for a total of \$52.50.

Please note that we were granted permission to operate under an assumed
name in Florida as Professional Services Group.

Finally, no other taxes are due from this Corporation.

Should you need any additional information, please contact me at the above
address.

Sincerely,

EFFECTIVE DATE
12-31-99

With
12-8-99
MHS

Dr. Howard L. Gordon
Dr. Howard L. Gordon, President

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

GOLDEN YEARS GROUP, INC (51-0297802)
(PROFESSIONAL SERVICES GROUP - IN FLORIDA)
DELAWARE
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

C/O DR. HOWARD L. GORDON
27549 RIVERBANK DRIVE

(Mailing Address)

BONITA SPRINGS, FL 34134-2634

(City/ State /Zip)

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ALABAMA
CLERK OF THE COURT
STATE OF ALABAMA
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Dr. Howard L. Gordon, PRESIDENT

Signature of the chairman or vice chairman of the board,
president, or any officer.

Title

DR. HOWARD L. GORDON

Typed or printed name

Date

12/01/99

(EFFECTIVE DATE 12/31/99)

EFFECTIVE DATE
12-31-99