

P32620



ACCOUNT NO. : 072100000032

REFERENCE : 216012 4320919

AUTHORIZATION :

Patricia Kyzut

COST LIMIT : \$ 35.00

ORDER DATE : April 23, 1999

ORDER TIME : 9:35 AM

ORDER NO. : 216012-005

CUSTOMER NO: 4320919

000002851230--9

CUSTOMER: Donna Egan, Legal Asst
Macandrews & Forbes Holdings
38 East 63rd Street

New York, NY 10021

FOREIGN FILINGS

NAME: NATIONAL HEALTH CARE GROUP,
INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

FILED
99 APR 26 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 APR 26 AM 10:42
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE
REGISTRATION

Withdrawal
38
4/27/99

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

NATIONAL HEALTH CARE GROUP, INC.

(Name of Corporation)

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.

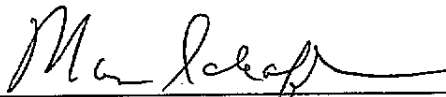
35 East 62nd Street

(Mailing Address)

New York, New York 10021

(City/State/Zip)

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



Signature

Vice Pres.

Title

Marvin Schaffer

Typed or printed name

4/22/99

Date

FILED
99 APR 26 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA