

P92000014177

Lifeline

Counseling Associates, Inc.

P. O. Box 1027, DeBary, Fl. 32713-1027

September 29, 1998

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

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-10/05/98--01020--011  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

Attention: Thelma Lewis  
Corporate Specialist Supervisor

RE: Letter Number: 398A00047824

Dear Ms. Lewis:

I am in receipt of your letter dated 9/22/98. As requested, I am enclosing the original 'Articles of Dissolution.

I have also enclosed a check in the amount of \$87.50 to cover the fee for filing and for one certified copy of same.

Please address further correspondence to the address shown above. Thank you for your assistance.

Sincerely,



Joan Weinstein  
Vice President

Enclosures

FILED  
98 OCT -5 AM 11: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 22, 1998

LIFELINE COUNSELING ASSOCIATES, INC.  
646-C W. PLYMOUTH AVE.  
DELAND, FL 32720

SUBJECT: LIFELINE COUNSELING ASSOCIATES, INC.  
Ref. Number: P92000014177

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The Articles of Dissolution must be an original document.

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 398A00047824

ARTICLES OF DISSOLUTION  
OF

LIFELINE COUNSELING ASSOCIATES, INC.

Pursuant to Section 607.1403, Florida Statutes (1998), the undersigned corporation adopts these Articles of Dissolution.

**FIRST:** The name of the corporation is LIFELINE COUNSELING ASSOCIATES, INC.

**SECOND:** The dissolution was authorized by the written consent of the shareholders, pursuant to Section 607.1402(6), on August 31, 1998, and said shareholders' authorization was the unanimous act of all of the shareholders of the corporation.

DATED this 31st day of August, 1998.


LIFELINE COUNSELING ASSOCIATES, INC.

By: Gloria K. Irrgang, President  
Gloria K. Irrgang  
President

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared GLORIA K. IRRGANG, as President of LIFELINE COUNSELING ASSOCIATES, INC., who is personally known to me, and she acknowledged that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 2nd day of September, 1998.

 **LINDA S. WATKINS**  
COMMISSION # CC 463759  
EXPIRES MAY 15, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Linda S. Watkins  
Notary Public, State of FL

My commission expires: 5/15/1999

FILED  
98 OCT -5 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SHAREHOLDERS' WRITTEN CONSENT TO DISSOLUTION**

**OF**

**LIFELINE COUNSELING ASSOCIATES, INC.**

1. The undersigned are all the shareholders of LIFELINE COUNSELING ASSOCIATES, INC., a Florida corporation. We have determined that it would be in the best interests of the corporation and its shareholders for the corporation to be dissolved. Therefore, pursuant to Section 607.1402(6), Florida Statutes (1998), as amended, we hereby consent to the dissolution of the corporation.

2. The shareholders further agree that the officers of the corporation are authorized and directed to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance, or assignment of any or all of the corporation's assets and to execute any documents or instruments necessary and incident thereto...

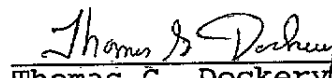
3. The shareholders further agree that the officers of the corporation are authorized and directed to apply the assets of the corporation, in cash or in kind, to the payment of its known debts and obligations. After disposing of the assets and making suitable provision for the payment of all of its known debts, the officers of the corporation are authorized and directed to distribute the remainder of the corporation's assets, if any, to the shareholders, in cash or in kind, according to their respective rights and interests.

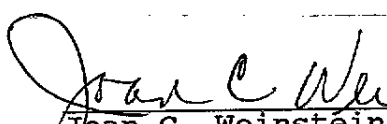
4. The shareholders further agree that the officers of the corporation are authorized and directed to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state, or local government in connection with or by reason of the liquidation and dissolution of the corporation.

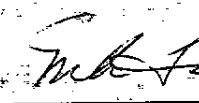
5. The shareholders further agree that, on completion of all liquidation procedures, the officers and directors of the corporation are authorized and directed to file all documents required by law to complete the winding up of the affairs and the dissolution of the corporation.

EXECUTED this 31st day of August, 1998.

  
Gloria K. Irrgang  
20 Shares

  
Thomas G. Dockery  
20 shares

  
Joan C. Weinstein  
20 shares

  
Mark Lewis  
10 shares