

Kenneth W. McCoy, P.A.

Accounting Firm

15150 N.W. 79th Court
Suite 195
Miami Lakes, Florida 33016
Phone: (305) 362-1841

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State
Corporate Records
P.O. Box 327
Tallahassee, FL 32314

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-12/19/96--01099--021
*****35.00 *****35.00

RE: SHEPHERD CARE HOLDING, INC.

Dear Sir/Madam:

Enclosed please find two (2) executed copies of Articles of
Dissolution for SHEPHERD CARE HOLDING, INC. together with a check
for thirty five dollars(\$35.00).

Thank you for your prompt attention to this matter.

Sincerely,

Kenneth W. McCoy, P.A.

Mail to: Kenneth W. McCoy, P.A.
15150 N.W. 79th Court,
Suite 195
Miami Lakes, FL 33016
(305) 362-1841

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF DISSOLUTION
OF
SHEPHERD CARE HOLDING, INC.

The undersigned, President and Secretary of SHEPHERD CARE HOLDING, INC., a Florida corporation, do hereby certify the following in connection with the dissolution of the corporation:

- (1) The name of the corporation is: SHEPHERD CARE HOLDING, INC.
- (2) The name and address of the officer of the corporation is as follows: MELVIN KUNZ
5935 TAFT STREET
HOLLYWOOD, FL 33021
- (3) The name and address of the director of the corporation is as follows: MELVIN KUNZ
5935 TAFT STREET
HOLLYWOOD, FL 33021
- (4) That all debts, obligations, and liabilities of the Corporation have been paid or discharged or adequate provision made for their payment and/or discharge.
- (5) That all of the remaining assets of the corporation have been distributed among its shareholders in accordance with their respective interests in the Corporation.
- (6) That there are no actions pending against the Corporation in any court.

(7) That a copy of the Written Consent of the stockholders pursuant to Section 607.254, Florida Statutes, is attached hereto.

(8) Date of Dissolution was authorized: DECEMBER 9, 1996

DATED this 17 day of December, 1996.

BY: Melvin Kunz

MELVIN KUNZ, PRESIDENT

(Corporate Seal)

ATTEST: _____

STATE OF FLORIDA)

) SS

COUNTY OF Broward)
DADE

The foregoing instrument was acknowledged before me this 17th day of December, 1996 by MELVIN KUNZ, President of SHEPHERD CARE HOLDING, INC., a Florida corporation, on behalf of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, on this 17th day of December 1996.

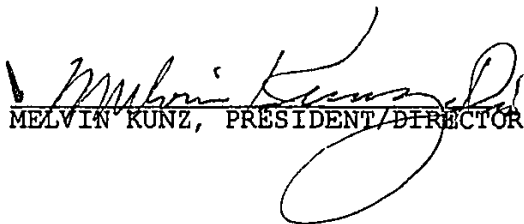


LAURA L. KUNZ
Notary Public, State of Florida
My Comm. Exp. Mar. 3, 1998
Comm. No. CC 352855

Laura L. Kunz
Notary Public, State of
Florida, at large

I, the undersigned stockholder of SHEPHERD CARE HOLDING, INC., a Florida corporation, do hereby consent to the dissolution of the Corporation, in accordance with the provisions of Section 607.254 of the Florida Statutes.

DATED this 17 day of December, 1996.


MELVIN KUNZ, PRESIDENT/DIRECTOR

Affidavit

The corporation has no intention of revoking the voluntary Dissolution, and the name of the corporation is immediately available for use by any other corporation.

SHEPHERD CARE HOLDING, INC.

12/17/96
Date

Melvin Kunz
President/Director

BEFORE ME, the undersigned authority, a Notary Public, authorized to take acknowledgements in the State and County set forth herein above, personally appeared Melvin Kunz, who produced the following Florida Driver's License number N/A (personally known), known to be and known by me to be the person who executed the foregoing Affidavit of SHEPHERD CARE HOLDING, INC. and he/she acknowledged before me that he/she executed this Affidavit.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, on this 17th day of December 1996.

My Commission Expires:

March 3, 1998

Laura L. Kunz
NOTARY PUBLIC



LAURA L. KUNZ
Notary Public, State of Florida
My Comm. Exp. Mar. 3, 1998
Comm. No. CC 352855