

P95000004857

ONE ON ONE REHABILITATION, INC.

PO BOX 746

ANACONDA MT 59711-0746

July 12, 1998

Division of Corporations
PO Box 6327
Tallahassee FL 32314

ATTN: Secretary of State

Please accept the attached Articles of Dissolution for ONE ON ONE REHABILITATION, INC. effective December 31, 1997. Please direct all correspondence to Wayne P. Walker, President, at the above address.

A check is enclosed in the amount of \$96.25 for the following:

- \$35.00 - Filing Fee
- \$52.50 - Certified Copy
- \$8.75 - Certificate of Status

Thank you for your assistance.

Very truly yours,

Wayne P. Walker

Wayne P. Walker
President

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*****96.25 *****96.25

FILED
98 JUL 21 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wald's

FILE JUL 22 1998

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

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98 JUL 21 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is: ONE ON ONE REHABILITATION, INC.

SECOND: The date dissolution was authorized: December 31, 1977

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 31st day of December, 19 97

Signature

Wayne P. Walker
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator:)

Wayne P. Walker

(Typed or printed name)

President

(Title)

CERTIFIED COPY OF PLAN OF REORGANIZATION OF
ONE ON ONE REHABILITATION, INC.

I, being the Secretary of a Special Meeting of the Directors and Shareholders of ONE ON ONE REHABILITATION, INC., hereby certify that the following Resolutions were unanimously adopted at a Special Meeting of the Directors and Shareholders of ONE ON ONE REHABILITATION, held on the 15th day of December 1997.

RESOLVED that the Corporation be reorganized in accordance with the provisions of Section 607.1403 of the Laws of the State of Florida and Section 368(a)(1)F of the Internal Revenue Code, as amended, and be it;

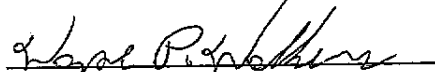
FURTHER RESOLVED that within (30) thirty days of the date of this resolution adopting this plan of reorganization, the Corporation shall file Articles of Incorporation under the laws of the State of Montana;

FURTHER RESOLVED that the officers and directors of the Corporation are empowered, authorized, and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in reorganization the Corporation in accordance with the expressed intent of the shareholders under the plan adopted;

I further do certify:

1. The name of the Corporation is ONE ON ONE REHABILITATION, INC.
2. The Corporation's Articles of Incorporation were accepted for filing and filed by the Secretary of State of the State of Florida on January 19, 1995.
3. The name and address of the Corporate Director is:
Wayne P. Walker, President, PO Box 746 Anaconda MT 59711.
4. The name and address of the Corporate Officer is:
Wayne P. Walker, President, PO Box 746 Anaconda MT 59711
5. The Corporation elects to dissolve in Florida effective December 31, 1997.
6. The Corporation has only one class of stock.
7. The Corporation has few unencumbered assets. The Corporation will transfer all liabilities of the Corporation to the new Corporation.

IN WITNESS WHEREOF, I have signed my name to this certificate.


Wayne P. Walker
Secretary

Dated December 15, 1997

7-14-98
St of Mt.
Silver Bow County
Marilyn Brazell
4-2-00

**MINUTES OF THE
DIRECTORS MEETING
OF
ONE ON ONE REHABILITATION, INC.**

Pursuant to notice (a copy of which is attached), a special meeting of the Directors of the above corporation was held on December 15, 1997 at 3:00 PM at the corporation's place of business.

The purpose of the meeting: To approve a resolution to dissolve the corporation in the State of Florida and reorganize the Corporation in the State of Montana effective December 31, 1997.

I. QUORUM. A quorum was declared present based on the presence of the following Directors:
- Wayne P. Walker

and the following Shareholders who were present or represented by proxy as follows:
- Shareholder - Wayne P. Walker
Number of Shares: 100
The Shareholder was represented in person.

The following corporate actions were taken by appropriate motions duly made, seconded, and adopted by unanimous vote of the Directors and Shareholders entitled to vote.

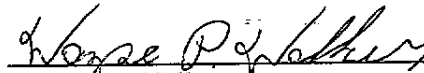
II. ADOPTION OF DOCUMENTS/PLANS.

A. The attached Plan of Reorganization was adopted by a unanimous vote of the Directors and Shareholders.

III. AUTHORIZATION OF CORPORATE ACTION. The Officers and Directors were authorized to take all actions and to sign all documents needed to:

IV. Incorporate the corporation under the laws of the State of Montana
Dissolve the corporation under the laws of the State of Florida
Carry out the provisions of this resolution, and to adopt any further resolutions that may be necessary in reorganizing the corporation under IRS Code Section 368(a)(1)(F).

There being no further business, the meeting was duly adjourned.



Wayne P. Walker
President

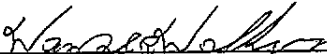
**Notice of
a Meeting of the
Board of Directors and Shareholders
OF
ONE ON ONE REHABILITATION, INC.**

To: The Directors and Shareholders

You are hereby notified that the Special meeting of the Board of Directors and Shareholders of the above corporation will be held on December 31, 1997, at 3:00 PM, at the corporation's principal office.

The purpose of this meeting is For approval of the Plan of Reorganization

Date of Notice: December 1, 1997



Wayne P. Walker
President