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LAW OFFICES OF

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	<del>Dissolution/Withdrawal</del>
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 30 PM 1:04

4-2-98

Examiner's Initials

cc

**ARTICLES OF DISSOLUTION  
OF**

McCormick Center for Holistic Therapies, Inc.

**To the Secretary of State of the State of Florida:**

607.1402

Pursuant to the provisions of Florida Statute 607.1401 and, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is McCormick Center for Holistic Therapies, Inc.
2. The Federal Tax I.D. Number of the corporation is :  
Not yet available. It was applied for.
3. All debts, obligations, and liabilities of the corporation have been paid or discharged, or adequate provision has been made therefor.
4. All remaining property and assets of the corporation have been distributed among its stockholders in accordance with their respective rights and interests.
5. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order, or decree which may be entered against it, and there are no criminal proceedings pending against it.

DATED: March 23 , 1998.

By:



Louise McCormick

President

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DIVISION OF CORPORATIONS

McCORMICK CENTER FOR HOLISTIC THERAPIES, INC.

PLAN OF LIQUIDATION AND CORPORATE DISSOLUTION

Pursuant to I.R.C. section 331 and other applicable Code sections

The shareholders and board of directors of McCORMICK CENTER FOR HOLISTIC THERAPIES, INC met on the 2nd day of March, 1998 for the purpose of voting on a motion to liquidate and dissolve the corporation as a for profit organization. The motion was unanimously approved and the below stated Plan of Liquidation and Corporate Dissolution was approved by the shareholders and directors of the corporation:

1-The officers of the corporation shall take all necessary steps to liquidate and dissolve the corporation under the provisions of section 331 of the Internal Revenue Code and other applicable laws, rules and regulations.

2-The officers of the corporation shall ascertain that any and all pending federal and state tax returns and or final federal and or state tax returns that need to be filed pursuant to applicable law be prepared and filed expeditiously but never more than twelve months from the date of this plan of liquidation and dissolution. The corporate accountant shall be instructed by the corporate officers to proceed expeditiously to prepare and file the necessary federal and or state tax returns.

3-The officers of the corporation shall notify the Internal Revenue Service by filing Form 966 of the corporation's directors and shareholders decision to liquidate and dissolve the corporation under the provisions of section 331 and other applicable sections of the Internal

Revenue Code.

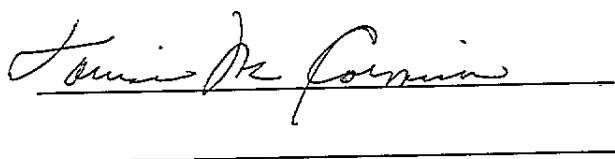
4-The officers and directors of the corporation shall ascertain that any and all debts of the corporation are paid and or that reasonable provisions are made for their discharge no more than twelve months from the date of this plan.

5-The officers and directors of the corporation are directed to file Articles of Dissolution with the Secretary of State of the State of Florida. This filing shall be done no more than twelve months from the date of this plan.

6-The officers and directors of the corporation are instructed that upon all corporate debts having been paid that any remaining assets of the corporation, cash or otherwise be distributed among the corporate shareholders in direct proportions to their stock holdings as a liquidating dividend pursuant to applicable sections of the Internal Revenue Code.

7-The officers and directors of the corporation are directed to ascertain that all books and records of account of the corporation, including but not limited to bank statements, canceled checks, invoices, receipts be placed in safekeeping for a period of no less than three years from the date of the corporate dissolution and liquidation and to make them available to federal or state authorities who may decide to audit said books and records of account and who have the proper authority to do so.

LOUISE McCORMICK, President/Director

  
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