

LAW OFFICE OF
GREGORY V. BEAUCHAMP, P.A.
107 EAST PARK AVENUE/P.O. BOX 1129
CHIEFLAND, FLORIDA 32644

352-493-1458

P 960000 31070

March 6, 1998

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

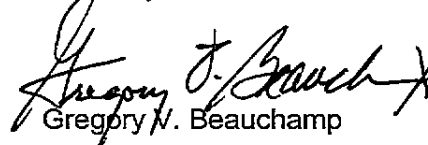
Re: All Things Day Care, Inc.
Articles Of Dissolution
FEI Number 59-3390740

Dear Sir or Madam:

Enclosed please find a Resolution and Articles Of Dissolution and copy pertaining to the above-referenced corporation. Please file the Articles at your earliest convenience.

My check in the amount of \$87.50 for the filing fee is enclosed. Please provide me with a certified copy of the Articles Of Dissolution.

Sincerely,


Gregory V. Beauchamp

GVB/dp
Enclosures

xc: Mr. and Mrs. Willie Spears, Jr.
3650 N. W. 52nd Place
Bell, FL 32619-9539

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FLORIDA CORPORATIONS

ARTICLES OF DISSOLUTION
OF
ALL THINGS DAY CARE, INC.

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

FIRST: The name of the corporation is: ALL THINGS DAY CARE, INC.

SECOND: The date dissolution was authorized: DECEMBER 15, 1997.

THIRD: Adoption of Dissolution (CHECK ONE)

- (x) 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
all of the shareholders.

Signed this 3rd day of March, 1998.

Signature: Willie Spears, Jr.
(By the Chairman or Vice Chairman of the Board, President, or other officer)

WILLIE SPEARS, JR.
(Typed or printed Name)

PRESIDENT
(Title)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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RESOLUTION

Resolved at a meeting of all of the stockholders on December 15, 1997 that:

1. The corporation be voluntarily dissolved as of December 31, 1997.
2. Appropriate documents be filed with the office of Secretary of State to dissolve the corporation.
3. All of the shareholders unanimously approved the dissolution of the corporation.

ADOPTED on the 15th day of December, 1997.

Willie Spears, Jr.
Willie Spears, Jr.,
President

Kathy Spears
Kathy Spears
Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED