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March 26, 1998

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Department of State  
Division of Corporations  
Corporate Records Bureau  
P. O. Box 6327  
Tallahassee, FL 32301

98 MAR 30 AM 11:44  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

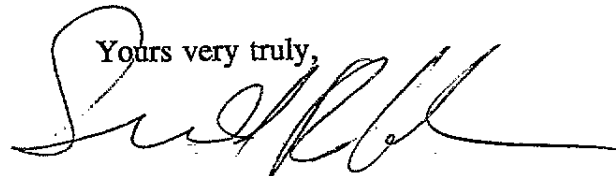
RE: Alwayscare Facilities, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Dissolution for the above-named corporation. In addition, a check in the sum of \$35.00 is enclosed.

Please file the original of the enclosed Articles of Dissolution and return a copy to the undersigned.

Yours very truly,



Gerald R. Colen

GRC/mpj  
Enclosures

*Uoldis*

VS APR 2 1998

ARTICLES OF DISSOLUTION

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98 MAR 30 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is: ALWAYS CARE FACILITIES, INC.

SECOND: The date dissolution was authorized: 12/28/97

THIRD: Adoption of Dissolution (CHECK ONE)

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

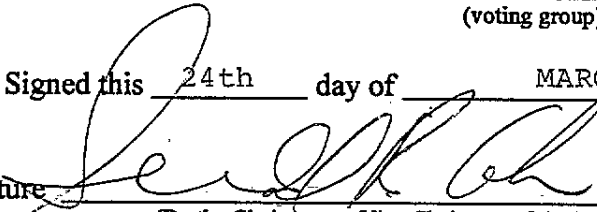
Dissolution was approved by vote of the shareholders through voting groups.

*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 24th day of MARCH, 19 98

Signature   
(By the Chairman or Vice Chairman of the Board, President, or other officer)

GERALD R. COLEN

\_\_\_\_\_  
(Typed or printed name)

PRESIDENT AND CHAIRMAN

\_\_\_\_\_  
(Title)