



THE UNITED STATES
CORPORATION
COMPANY

P96000060069

ACCOUNT NO. : 072100000032

REFERENCE : 290478 1579E

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pizutto

ORDER DATE : March 12, 1997

ORDER TIME : 10:02 AM

ORDER NO. : 290478-005

CUSTOMER NO: 1579E

CUSTOMER: Sherry Rardon, Legal Asst
Foley & Lardner
P. O. Box 3391
100 North Tampa, Suite 2700
Tampa, FL 33602-5804

000002111400--4

FILE
1ST

DOMESTIC FILINGS

NAME: MIAMI DADE HOME HEALTH AGENCY,
INC.

FILE
97 MAR 12 PM 1:58
FILED
MIAMI DADE, FLORIDA

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

97 MAR 12 PM 12:51

N. HENDRICKS MAR 12 1997

MIAMI DADE HOME HEALTH AGENCY, INC.
ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, MIAMI DADE HOME HEALTH AGENCY, INC., a Florida corporation (the "Corporation") adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. Name. The name of the corporation is:

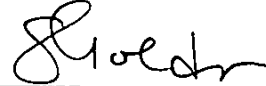
MIAMI DADE HOME HEALTH AGENCY, INC.

2. Date of Authorization. Dissolution was authorized by resolution of the sole shareholder of the Corporation, to be effective upon filing of these Articles of Dissolution with the Secretary of State, State of Florida.
3. Approval by Shareholders. Dissolution was authorized by written consent to action of the sole shareholder of the Corporation pursuant to Section 607.0704 of the Florida Statutes, a copy of which is attached hereto as Exhibit A.

DATED this 28th day of February, 1997.

MIAMI DADE HOME HEALTH
AGENCY, INC., a Florida corporation

By: _____


Solomon Goldner, President

FILED
97 MAR 12 PM 1:58
TALLAHASSEE, FLORIDA

WRITTEN CONSENT TO ACTION
OF THE SOLE SHAREHOLDER OF
MIAMI DADE HOME HEALTH AGENCY, INC.

THE UNDERSIGNED, constituting the sole shareholder of MIAMI DADE HOME HEALTH AGENCY, INC., a Florida corporation (the "Corporation"), hereby adopts the following resolutions pursuant to Section 607.0704 of the Florida Statutes.

WHEREAS, it is in the best interests of the Corporation to dissolve immediately in accordance with Section 607.1402 of the Florida Statutes;

BE IT RESOLVED, that the Corporation is dissolved, effective upon filing of the Articles of Dissolution with the Secretary of State of the State of Florida;

FURTHER RESOLVED, that the President of the Corporation is authorized and directed to take such steps as may be necessary or desirable to wind up and liquidate the business and affairs of the Corporation.

DATED this 28th day of February, 1997.

AMERICARE HEALTH SERVICES
ALLIANCE, INC.


By: 
Solomon Goldner, President

EXHIBIT "A"