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DINSMORE & SHOHL LLP

ATTORNEYS AT LAW

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LOUISVILLE, KENTUCKY 40202

TELEPHONE: 502-585-2450

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December 26, 1997

VIA OVERNIGHT DELIVERY

Florida Department of State
Attn: Corporations Division
409 East Gaines Street
Tallahassee, FL 36399

700002384177--1
-12/29/97--01048--003
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed for immediate filing is an original and two copies of the Articles of Dissolution of American ElderServe of Florida, Inc., which are stated to be effective on December 31, 1997 at 11:59 P.M. I have also enclosed a check in the amount of \$35.00 for the filing thereof. Please file the original and return the file-stamped copies to our office. Enclosed is a self-addressed, postage prepaid envelope for your convenience.

If you should have any questions, please contact either myself or Jeff Hamilton of this office immediately. Thank you for your assistance in this matter.

Very truly yours,

Susan M. Downey

Susan M. Downey
Paralegal

SMD/s
Enclosures

EFFECTIVE DATE
12-31-97

FILED
97 DEC 29 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9927v3

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Dec 1/97

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513-977-8200
TELECOPY: 513-977-8141

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614-628-6880
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DAYTON OFFICE
937-228-6012
TELECOPY: 937-461-2543

NORTHERN KENTUCKY OFFICE
606-283-0515
TELECOPY: 606-283-6017

HAMILTON OFFICE
513-696-9772
TELECOPY: 513-696-1149

EFFECTIVE DATE
12-31-97

**ARTICLES OF DISSOLUTION
OF
AMERICAN ELDERSERVE OF FLORIDA, INC.**

FILED
97 DEC 29 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Statutes, American ElderServe of Florida, Inc., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Dissolution:

1. The name of the Corporation is American ElderServe of Florida, Inc.
2. The names and respective addresses of its officers are as follows:

NAME	OFFICE HELD	ADDRESS
W. Bruce Lunsford	Chairman of the Board	400 W. Market, Louisville, KY 40202
W. Patrick Mulloy, II	President/CEO	515 W. Market, Louisville, KY 40202
J. Timothy Wesley	CFO/Secretary	515 W. Market, Louisville, KY 40202
Andy L. Schoepf	Chief Operating Officer	515 W. Market, Louisville, KY 40202
Audra J. Eckerle	Gen.Counsel/Asst. Sec.	515 W. Market, Louisville, KY 40202
Joseph Bickley	V.P. of Finance	515 W. Market, Louisville, KY 40202
John Jernejcic	V. P. of Construction	515 W. Market, Louisville, KY 40202

3. The names and respective addresses of its directors are as follows:

W. Bruce Lunsford	400 W. Market Street, Louisville, Kentucky 40202
Sandra Harden Austin	6 Turnberry Court, Burr Ridge, Illinois 60521
William C. Ballard, Jr.	3300 National City Tower, Louisville, Kentucky 40202
Peter J. Grua	222 Berkeley Street, Boston, Massachusetts 02116
Thomas T. Ladit	400 W. Market Street, Louisville, Kentucky 40202
R. Gene Smith	3600 National City Tower, Louisville, Kentucky 40202
W. Patrick Mulloy, II	515 W. Market, Louisville, Kentucky 40202
Andy L. Schoepf	515 W. Market, Louisville, Kentucky 40202

4. All liabilities and obligations of the Corporation have been paid and discharged, or adequate provision has been made therefor.

5. All remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests, or adequate provision has been made therefor.

6. There are no pending actions against the Corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending action.

7. The dissolution of the Corporation shall be effective as of 11:59 p.m. on December 31, 1997. The dissolution of the Corporation was authorized on December 24, 1997.

8. The dissolution of the Corporation effectuated hereby has been authorized by the board of directors and all of the shareholders of the Corporation in accordance with the Florida Statutes.

WITNESS the duly authorized signatures of the undersigned officers of the Corporation as of the 24th day of December, 1997.

AMERICAN ELDERSERVE OF FLORIDA

By: [Signature]

Title: Pres / CEO

By: [Signature]

Title: CO

COMMONWEALTH OF KENTUCKY)

) SS:

COUNTY OF JEFFERSON)

The foregoing Articles of Dissolution were acknowledged before me this 24th day of December, 1997, by W. Patrick Aulley, II and J. Timothy Wesley, as the President / CEO and CEO, respectively, of American ElderServe of Florida, Inc., a Florida corporation, to be the free act and voluntary deed of each of such officers, and the free act and voluntary deed of such corporation.

My commission expires: 10/1/2000

[Signature]
Notary Public Susan M. Dooney

[SEAL]

This Instrument Prepared By:

[Signature]
Jeffrey A. Hamilton, Esq.
DINSMORE & SHOHL LLP
2000 Meidinger Tower
Louisville, Kentucky 40202
(502) 585-2450