

P97000065088

LOREN E. BODEM, CHARTERED
ATTORNEY AT LAW
FIRST NATIONAL CENTER
815 COLORADO AVENUE, SUITE 305
STUART, FLORIDA 34994

ADMITTED: FLORIDA, MICHIGAN
AND MINNESOTA BAR

October 14, 1998

TELEPHONE
(561) 286-4265

FACSIMILE
(561) 286-2698

Florida Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Lifestyles Counseling Center, Inc.

200002666942--2
-10/19/98--01084--001
*****25.00 *****25.00

Dear Madam or Sir:

I am enclosing at this time the following with regard to the referenced corporation:

1. Original of Written Consent of the Stockholders and Directors concerning dissolution of the corporation
2. Original and copy of proposed Articles of Dissolution
3. Stamped, self-addressed envelope for purposes of return of a conformed copy of the Articles of Dissolution
4. Check in the amount of \$25.00 in payment for filing of the Articles.

Very truly yours,

LOREN E. BODEM, CHARTERED

Loren E. Bodem

FILED
98 OCT 28 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LEB/clb

Enclosures

DISS.
10-30-98
CC

200002666942--2
-10/29/98--01010--005
*****10.00 *****10.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 20, 1998

LOREN E. BODEM, CHARTERED
815 COLORADO AVE.
SUITE 305
STUART, FL 34994

SUBJECT: LIFESTYLES COUNSELING CENTER, INC.
Ref. Number: P97000065088

We have received your document for LIFESTYLES COUNSELING CENTER, INC. and check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$10.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 298A00051799

RECEIVED
98 OCT 28 AM 8:02
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION

FILED
98 OCT 28 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

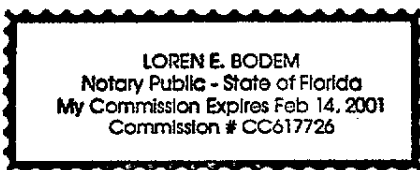
1. The name of Corporation is LIFESTYLES COUNSELING CENTER, INC.
2. Dissolution of LIFESTYLES COUNSELING CENTER, INC. was authorized on October 2, 1998.
3. The dissolution was approved by the shareholders of the Corporation and the number of votes cast for the dissolution was sufficient for approval.
4. Voting by voting groups was not required.
5. A copy of the written consent of shareholders and directors is attached hereto.

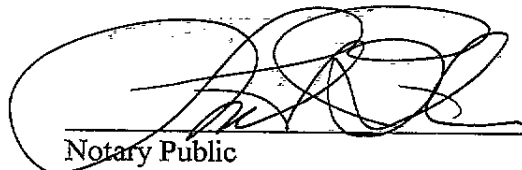
Dated October 13, 1998.


FRANK H. WHALEY, Director

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 13th day of October, 1998 by FRANK H. WHALEY, the sole Stockholder and Director of LIFESTYLES COUNSELING CENTER, INC., a Florida corporation, on behalf of the corporation. He is personally known to me.




Notary Public

**WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS
IN LIEU OF SPECIAL MEETING OF THE STOCKHOLDERS AND DIRECTORS
FOR PURPOSES OF DISSOLUTION OF THE CORPORATION**

The undersigned, being all of the stockholders and directors of LIFESTYLES COUNSELING CENTER, INC. (hereinafter "Corporation"), hereby take the following actions by written consent in lieu of a special meeting of the board of directors and stockholders:

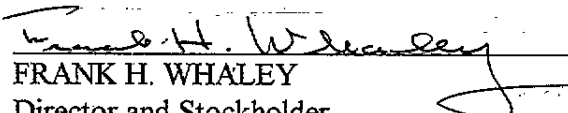
RESOLVED that the Corporation be dissolved pursuant to the provisions of Florida Statute 607.1402; and

RESOLVED that the Corporation prepare, execute and file Articles of Dissolution with the Department of State pursuant to the provisions of Section 607.1403, Florida Statutes; and

RESOLVED that the Corporation continue its corporate existence but not carry on any business except that appropriate to wind up and liquidate the Corporation business and affairs.

FURTHER RESOLVED that all actions taken on behalf of the Corporation by the officers and directors in connection with the foregoing determination to dissolve and liquidate the Corporation and the possible sale or distribution of its assets be and the same are hereby ratified and confirmed in all respects.

Dated October 13, 1998.


FRANK H. WHALEY
Director and Stockholder