

P9800010184

August 7, 1998

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

FILED
08 AUG 13 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subj: Dissolution of Incorporation HAND IN HAND CREATIVE
CHILDCARE PRESCHOOL, INC.

Dear Sir:

500002614485--2
-08/13/98--01013--020
*****35.00 *****35.00

Enclosed please find the following:

1. The original and one copy of the Articles of
Dissolution of Incorporation for the subject corporation. Please
certify one copy and return it to the undersigned.

2. My check in the amount of \$35.00 to cover the
filing fees.

Kindly acknowledge filing of these Articles of Dissolution
of Incorporation, in compliance with Florida law and return the
certified copy of the Articles of Incorporation to the
undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A,
Satellite Beach, FL 32937. Telephone 407-773-2020

Thank you for your assistance in this matter.

Sincerely,



Michael Frost

VOID/S
DES
8/18

AUG 17 1998



ARTICLE OF DISSOLUTION

OF

HAND IN HAND CREATIVE CHILDCARE PRESCHOOL, INC.

FILED

98 AUG 13 PM 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the Corporation is HAND IN HAND CREATIVE CHILDCARE PRESCHOOL, INC., which was duly incorporated on February 2, 1998 by the State of Florida.

ARTICLE II.

The name, title and post office address of each of the officers of the Corporation are as follows:

President:	MICHAEL FROST
Treasurer	7667 N. Wickham Road #1312 Melbourne, Fl 32940

Vice President	LENORA J. STICCO
Secretary	7667 N. Wickham Road #903 Melbourne, Fl 32940

ARTICLE III.

The names and post office addresses of each of the directors of the Corporation are as follows:

MICHAEL FROST
7667 N. Wickham Road, Melbourne, FL 32940

LENORA J. STICCO
7667 n. Wickham Road, Melbourne, FL 32940

ARTICLE IV.

All debts, obligations and liabilities of the Corporation have been paid or discharged.

ARTICLE V.

There are no remaining assets or property of distribution to the members.

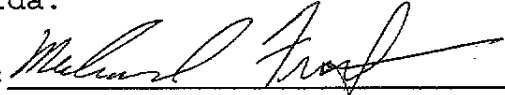
ARTICLE VI.


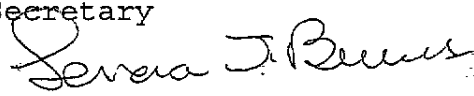
There are no actions pending against the Corporation.

ARTICLE VII.

The Corporation has elected to dissolve on the unanimous written consent of its members and directors. A true copy of the consent is incorporated and attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 7th day of August 1998, in Satellite Beach, Brevard County, Florida.

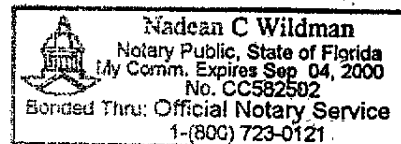
BY: 
MICHAEL FROST,
President/Treasurer

BY:  AKA.
LENORA J. STICCO
Vice President/Secretary


STATE OF FLORIDA
COUNTY OF BREVARD

SWORN TO and subscribed before me this 7th day of August, 1998 personally appeared MICHAEL FROST and LENORA STICCO, ^{aka} LENORA J. BURROWS, who produced the following identification FL/DL F623-554-42-132-0 / FL/DL B620-530-52-716-0 to me to be the person who executed the foregoing Articles of Dissolution, and they acknowledged before me that they executed these Articles of Dissolution of HAND IN HAND CREATIVE CHILDCARE PRESCHOOL, INC. on behalf of the Corporation.

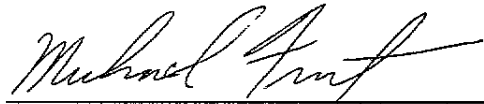
Nadean C. Wildman
Notary Public



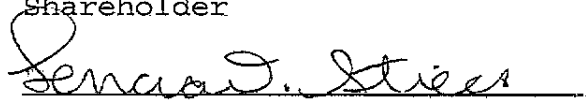
CONSENT TO DISSOLUTION OF HAND IN HAND CREATIVE CHILDCARE
PRESCHOOL, INC.

We, the undersigned, being all the shareholders and
directors of HAND IN HAND CREATIVE CHILDCARE PRESCHOOL, INC.
INC., hereby consent to the dissolution of said Corporation.

Dated:
8/7/98



Michael Frost
As Director and
Shareholder



Lenora J. Sticco
As Director and
Shareholder

WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
HAND IN HAND CREATIVE PRESCHOOL, INC.

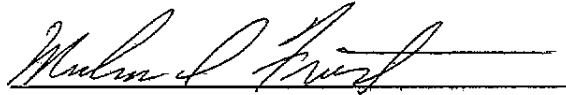
We, the undersigned directors and shareholders, hereby agree and consent that the special meeting of the directors and shareholders of the Corporation be held on the date and at the time and place stated below for the purpose of considering the dissolution of the Corporation and we hereby waive all notice of the meeting and any adjournment thereof.

Date of meeting: August 7, 1998

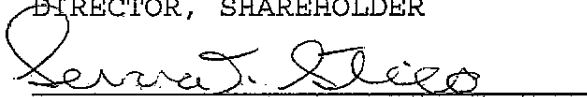
Time of meeting: 10:00 a.m.

Place of meeting: 1592 N. Hwy. A1A,
Satellite Beach, Florida 32937

Dated:
8/07/98


MICHAEL FROST,

DIRECTOR, SHAREHOLDER



LENORA J. STICCO

DIRECTOR, SHAREHOLDER

MINUTES OF THE SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
HAND IN HAND CREATIVE CHILDCARE PRESCHOOL, INC.

A special meeting of the directors and shareholders of HAND IN HAND CREATIVE CHILDCARE PRESCHOOL, INC., a Florida corporation, was held at 1592 N. Hwy. A1A, Satellite Beach, Florida on August 7 1998 at 10:00 a.m. pursuant to a waiver of notice attached hereto.

The following directors were present:

MICHAEL FROST
LENORA J. STICCO

The aforementioned being all the directors of the Corporation.

The following shareholders were present, in person, being the only shareholders of the Corporation:

MICHAEL FROST
LENORA J. STICCO

MICHAEL FROST acts as Chairman and Secretary of the meeting. The Chairman declared that all directors and shareholders were present in person and that all have executed a waiver of notice of the meeting. The Chairman then announced the purpose of the meeting was to consider the dissolution of the Corporation.

A discussion ensued, and the following resolution was unanimously adopted by the Board of Directors and Shareholders of the Corporation:

WHEREAS, the Shareholders and Directors of the Corporation have determined that it is advisable and beneficial for the Corporation that it be dissolved;

RESOLVED, the Corporation shall be dissolved. The Officers shall take all actions necessary to dissolve the Corporation as they deem necessary, including but not limited to, closing of the bank accounts and filing with the Secretary of state of Florida, Articles of Dissolution.

There being no further business to come before the meeting, it was, upon motion duly made, seconded and unanimously carried, adjourned.

Dated: 8/7/98



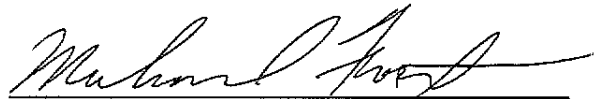
MICHAEL FROST,
Chairman

RATIFICATION OF THE MINUTES OF THE SPECIAL MEETING
OF THE SHAREHOLDERS AND DIRECTORS OF
HAND IN HAND CREATIVE CHILDCARE PRESCHOOL, INC.

We, the undersigned shareholders and directors of HAND IN HAND CREATIVE CHILDCARE PRESCHOOL, INC., have read these minutes and hereby approve, ratify and confirm all business transacted as reported herein and in signification of our approval, ratification and confirmation, and of our consent to any and all acts done at the meeting, do hereby sign our names.


Dated:

8/7/98



MICHAEL FROST

Shareholder, Director, Officer



LENORA J. STICCO

Shareholder, Director, Officer