

Samuel A. Block, P.A.

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May 4, 1999

Secretary of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32301

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-05/05/99--01084--003
*****43.75 *****43.75

Re: Receivable Outsourcing Corporation

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Dissolution for the above-captioned corporation, along with a copy of the Shareholders' Resolution Approving Dissolution and this firm's check, in the amount of \$43.75, to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	<u>8.75</u>
	<u>\$ 43.75</u>

Please return the certified copy of Articles of Dissolution evidencing your approval of same after the Articles have been filed with your office.

Thank you for your courtesy and cooperation in this matter.

Yours truly,

Samuel A. Block

SAMUEL A. BLOCK

SAB/pab
Enclosures

*Diss
5-12-99
PMS*

FILED
99 MAY -5 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403
OF THE FLORIDA BUSINESS CORPORATION ACT
OF
RECEIVABLE OUTSOURCING CORPORATION**

TO: Department of State
Tallahassee, FL 32314

Date Paid: _____
Filing Fee: _____

Pursuant to the provisions of §607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is RECEIVABLE OUTSOURCING CORPORATION.

2. The names and respective addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Karen M. Rockhill	President	2066 14th Avenue / Suite 102 Vero Beach, FL 32960
John E. Rockhill	Vice President Secretary/Treasurer	2066 14th Avenue / Suite 102 Vero Beach, FL 32960

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

<u>Name</u>	<u>Address</u>
John E. Rockhill	2066 14th Avenue / Suite 102 Vero Beach, FL 32960

4. Dissolution was authorized on April 30, 1999.

5. The number of votes cast for dissolution was sufficient for approval.

6. All liabilities and obligations of the corporation have been paid or discharged.

7. No property or assets remained to be distributed among the shareholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. There are no actions pending against the corporation in any court.

9. The corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the shareholders on April 30, 1999. A copy of the resolution is attached to these articles.

Dated: May 3, 1999

Karen M. Rockhill
KAREN M. ROCKHILL, President

ATTEST:

John E. Rockhill
JOHN E. ROCKHILL, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, personally appeared KAREN M. ROCKHILL and JOHN E. ROCKHILL, who are personally known to me and/or who produced Florida Driver's Licenses as identification, and who executed the foregoing instrument as President and Secretary, respectively, of RECEIVABLE OUTSOURCING CORPORATION, a Florida corporation, and who acknowledged to and before me that they executed such instrument as President and Secretary of said Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 3rd day of May, 1999.



Patti A. Bachman
MY COMMISSION # CC553058 EXPIRES
June 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Patti A. Bachman
Notary Public, State of Florida
PATTI A. BACHMAN

Printed Name of Notary
My Commission Expires:

SHAREHOLDERS' RESOLUTION APPROVING DISSOLUTION

Since the Board of Directors of the corporation, at a meeting held on April 30, 1999, at 2066 - 14th Avenue, Suite 102, Vero Beach, FL 32960, adopted resolutions recommending the dissolution of this corporation and ordering that the issue of dissolution be submitted to a vote of shareholders at this meeting; and

Since the undersigned, being all of the shareholders of the outstanding shares of the corporation, voted to authorize dissolution; it is

RESOLVED, that RECEIVABLE OUTSOURCING CORPORATION, a Florida corporation, be dissolved; and

FURTHER RESOLVED, that the appropriate officers of the corporation are directed to cease the business operations of the corporation, except any action that may be necessary to wind up and liquidate the corporation's business and affairs, and to take any further action that may be necessary or appropriate to carry out the intent of this resolution.

DATED: April 30, 1999

RECEIVABLE OUTSOURCING CORPORATION,
a Florida corporation

ATTEST:

By: Karen M. Rockhill
KAREN M. ROCKHILL, President

John E. Rockhill
JOHN E. ROCKHILL, Secretary

(CORPORATE SEAL)