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LEWIS W. STONE
SCOTT A. GERKEN

July 14, 1999

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Rescue Care, Inc.

Dear Sir or Madam:

500002932905-4
-07/16/99-01013-015
*****43.75 *****43.75

Enclosed please find the original and copy of the Articles of Dissolution and Affidavit to Secretary of State regarding the above-referenced corporation. Also, enclosed is a check in the amount of \$43.75 which represents your filing fee and certified copy of the Articles of Dissolution effective July 15, 1999.

Enclosed please find the original and copy of the Articles of Incorporation effective July 16, 1999 for the above-referenced corporation. Also, enclosed is a check in the amount of \$122.50 which represents your filing fee for the Articles of Incorporation, Designation of the Acceptance by Registered Agent and certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,

Lewis W. Stone

FILED
99 JUL 15 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LWS:dm
Enclosures

xc: Mr. William E. Compton

DIGS.

S. PAYNE JUL 16 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: RESCUE CARE, INC.

SECOND: The filing date of the articles of incorporation was: October 13, 1998

THIRD: (CHECK ONE)

None of the corporation's shares have been issued.

The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

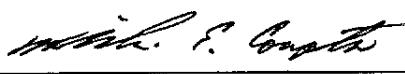
FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

Signed this 14th day of June, 19 99.

Signature 

(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

William E. Compton

(Typed or printed name)

Vice-President / Secretary / Incorporator

(Title)