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ElderCare USA, Inc.
"A Continuum of Care and Caring"

2171 Deer Hollow Circle Longwood, Florida 32779
(407) 493-1626 Fax (407) 333-0988

www.eldercareusa.com

September 27, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-10/01/02--01033--004
*****43.75 *****43.75

Dear Madam/Sir:

Attached please find the Articles of Dissolution for ElderCare USA, Inc. along with the check for processing fees for dissolution and for a certified copy of dissolution.

If you have any questions, please do not hesitate to contact me.

Respectfully,

Lawrence Schindler,
President / CEO

FILED
02 OCT -1 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VOID
T. Lewis 10/1/02

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ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: ElderCare USA, Inc.

SECOND: The date dissolution was authorized on September 18, 2002

THRID: Adoption of Dissolution (Check One)

[XX] Dissolution was approved by shareholders. The number of votes cast for dissolution was sufficient for approval.

[] Dissolution was approved vote of the shareholders by voting groups.

The following statement must be separately provided for each voting group entitled to vote on the plan to dissolve.;

The number of votes cast for dissolution was sufficient for approval by

Schindler Group

Signed this 30th day of September, 2002.

Signature: Lawrence Schindler
(By the Chairman or Vice Chairman of the Board, President, or other officers)

Lawrence Schindler
(Typed or Printed Names)

Chairman, Board of Directors, President /CEO
(Title)

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