

V 32847

Elayne Morris  
10962 Egret Pointe Lane  
West Palm Beach, Florida 33412

March 18, 1999

VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Articles of Dissolution for:  
Friends Assisting Seniors & Families, Inc.  
And  
Friends Assisting Seniors, Inc.

500002816135--9  
-03/19/99--01094--005  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

Gentlemen:

Enclosed please find the following:

1. Statement of Unanimous Consent in Lieu of Special Meeting of Shareholders for Friends Assisting Seniors & Families, Inc. *AND* Friends Assisting Seniors, Inc.
- 2.
3. Statement of Unanimous Consent in Lieu of Special Meeting of the Board of Directors for Friends Assisting Seniors & Families, Inc. *AND* Friends Assisting Seniors, Inc.
3. Articles of Dissolution for Friends Assisting Seniors & Families, Inc., marked as Exhibit "A". *AND* Friends Assisting Seniors, Inc.
4. My check for \$87.50 payable to the Department of State representing the filing fee of \$35.00 for *each* corporation and the fee of \$8.75 for *each* corporation for a certified copy once filed.

I have enclosed an envelope for your use in returning the certified copies on each company. Your prompt attention to this matter would be greatly appreciated.

Sincerely,

Elayne Morris

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3-24-99  
-015

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

**FRIENDS ASSISTING SENIORS & FAMILIES, INC.  
STATEMENT OF UNANIMOUS CONSENT  
IN LIEU OF SPECIAL MEETING OF SHAREHOLDERS**

The undersigned, being all of the Shareholders of Friends Assisting Seniors & Families, Inc., a Florida corporation ("Corporation"), do hereby consent that a special meeting of the Shareholders of the Corporation be dispensed with for the purposes hereof, waiving all notice of the time, place and purposes thereof, and do hereby adopt the following Resolutions pursuant to the provisions of the Florida Business Corporation Act, and the By-Laws of the Corporation:


*Resolved, that the Articles of Dissolution attached to these Resolutions as Exhibit A be, and they hereby are, authorized and approved, and the President of the Corporation be, and she hereby is, authorized, empowered and directed to file the Articles of Dissolution with the Department of State; and it is further*

*RESOLVED, that the President of the Corporation be, and she hereby is, authorized, empowered and directed to execute and deliver such additional documents, tax returns, consents, affidavits, certificates and certifications, and to take such other and further action as she shall deem necessary and desirable and in the best interest of the Corporation to implement the foregoing resolution and the transactions otherwise contemplated to be performed by the Corporation pursuant to the Articles of Dissolution.*

This Consent may be executed in one or more counterparts, each of which shall be deemed an original for all purposes, and which together shall constitute one and the same Consent.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent of the Shareholders this 31<sup>st</sup> Day of December 1998.

  
Elayne Morris

  
Andrew Morris

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAR 19 PM 12:05

**FILED**

**FRIENDS ASSISTING SENIORS & FAMILIES, INC.**  
**STATEMENT OF UNANIMOUS CONSENT**  
**IN LIEU OF SPECIAL MEETING OF**  
**THE ~~BOARD~~ OF DIRECTORS**

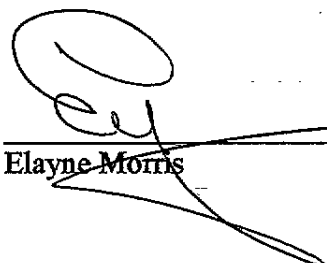
Board  


The undersigned, being the sole member of the Board of Directors of Friends Assisting Seniors & Families, Inc., a Florida corporation ("Corporation"), does hereby consent that a special meeting of the Board of Directors of the Corporation be dispensed with for the purposes hereof, waiving all notice of the time, place and purposes thereof, and does hereby adopt the following resolutions, pursuant to the provisions of the Florida Business Corporation Act, and the By-Laws of the Corporation.

*RESOLVED, that the Articles of Dissolution attached to these Resolutions as Exhibit A be, and they hereby are, authorized and approved, and the President of the Corporation be, and she hereby is, authorized, empowered and directed to file Articles of Dissolution with the Department of State; and further*

*RESOLVED, that the President of the Corporation be, and she hereby is, authorized, empowered and directed to execute and deliver such additional documents, tax returns, consents, affidavits, certificates and certifications, and to take such other and further action as she shall deem necessary or desirable and in the best interest of the Corporation to implement the foregoing resolution and the transactions otherwise contemplated to be performed by the Corporation pursuant to the Articles of Dissolution.*

IN WITNESS WHEREOF, the undersigned has executed this Unanimous consent of the Board of Directors this 31<sup>st</sup> day of December 1998.

  
Elayne Morris

**EXHIBIT "A"**

**ARTICLES OF DISSOLUTION  
OF  
FRIENDS ASSISTING SENIORS & FAMILIES, INC.**

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

**FIRST:**                   The name of the Corporation is: **Friends Assisting Seniors & Families, Inc.**

**SECOND:**               The date dissolution was authorized: **December 31, 1998**

**THIRD:**                **Adoption of Dissolution**

Dissolution was approved by the shareholders. The number of  
Votes cast was sufficient for approval

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

**The holders of all outstanding shares of Common Stock.**  
(voting group)

Signed this 31<sup>st</sup> day of December 1998.

**Friends Assisting Seniors & Families, Inc.**

**BY:**   
**Elayne Morris, President**

**FILED**  
99 MAR 19 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA