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State of Idaho

Department of State

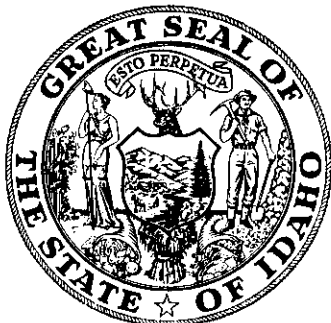
CERTIFICATE OF WITHDRAWAL OF

QUALITY CARE SERVICE CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of QUALITY CARE SERVICE CORP. for a Certificate of Withdrawal from this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: July 8, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

To the Secretary of State of Idaho

Pursuant to Section 30-1-119, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

SECRETARY OF STATE

1. The name of the corporation is Quality Care Service Corp.
The name which it used in Idaho is Quality Care Service Corp.
2. It is incorporated under the laws of New York
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation may be mailed is Two Copley Place, Suite 200, Boston, MA 02116
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By [Signature] And Nancy Roney
Its Vice President Its Assistant Secretary

Commonwealth, Massachusetts)
~~STATE~~ OF Massachusetts) ss:
COUNTY OF Suffolk)

I, _____, a notary public, do hereby certify that on this 28th day of June, 19 93, personally appeared before me Jason M. Dunn and Nancy Roney, who being by me first duly sworn, declared that ^{they} ~~she~~ are the Vice President & Asst. Secretary of Quality Care Service Corp.

^{they} that ~~she~~ signed the foregoing documents as officers of the corporation and that the statements therein contained are true.

Gail A. Butler
Notary Public

Secretary of State use only

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CK #: 9635 CUST# 1
CORP 1@ 20.00= 20.00

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Submit application and filing fee

Office of the Secretary of State
Corporations Division