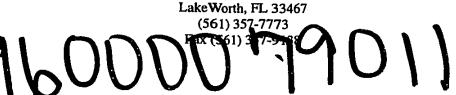


B. Christine Malmuth, R.N.

ATTORNEY AT LAW

7765 Lake Worth Road, Suite 348



July 30, 1997

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

RE: E & S FOODS, INC. #P960000F9011

To Whom It May Concern:

Enclosed please find the Articles of Dissolution for the above referenced Corporation. As these Articles indicate, this Corporation has never issued shares nor have they commenced any business.

Thank you for your assistance.

Very truly yours,

B. Christine Malmuth, Esquire BCM/hm

enc.

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SECRETARY OF STATE

APPROVED

SECRETARY OF STATE

APPROVED

SO OF STATE

OF

ARTICLES OF DISSOLUTION

FOR

R & S FOODS. INC.

ARTICLE I: NAME

The corporation to be dissolved is known as E & S Foods, Inc

ARTICLE II: DATE OF FILING

These Articles of Dissolution are filed this day of June, 1997.

ARTICLE III: ISSUANCE OF SHARES/COMMENCEMENT OF BUSINESS

There has been no issuance of the corporation's shares, and the corporation has not commenced business.

ARTICLE IV: CORPORATE DEBT

There is no corporate debt existing or unpaid.

ARTICLE V: NET ASSETS

All net assets of the corporation remaining after winding up have been distributed to the incorporators.

ARTICLE VI: INCORPORATOR AUTHORIZATION

All incorporators authorize the dissolution.

IN WITNESS WHEREFORE, the undersigned incorporator executed these Arricles of Dissolution on the ______day of Jape, 1997.

RONALD FORING

Incorporator

APPROVED

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared RONALD FORINO, who executed the foregoing ARTICLES OF DISSOLUTION and who acknowledged before me that he signed the same for the purpose therein stated.

WITNESS my hand and official seal at Broward County, Florida this / day of June, 1997.

My Commission Expires: FL F650-735-51-258-0

