PETERSON & MYERS, P.A.

J. HARDIN PETERSON, SR. (1894-1978) MICHAEL W. CREWS (1941-1991)

PHILIP O ALLEN JACK P BRANDON BEACH A. BROOKS, JR KRISTEN M. BUZZANCA J. DAVIS CONNOR MICHAEL S. CRAIG ROY A. CRAIG, JR. JACOB C. DYKXHOORN DENNIS P. JOHNSON KEVIN C. KNOWLTON DOUGLAS A. LOCKWOOD, III M. CRAIG MASSEY PETER J. MUNSON CORNEAL B. MYERS CORNELIUS B. MYERS, III E. BLAKE PAUL ROBERT E. PUTERBAUGH ABEL A. PUTNAM THOMAS B. PUTNAM, JR. DEBORAH A. RUSTER STEPHEN R. SENN ANDREA TEVES SMITH KEITH H. WADSWORTH

KERRY M. WILSON

P.O. BOX 1079 LAKE WALES, FLORIDA 33859-1079

130 EAST CENTRAL AVENUE LAKE WALES, FLORIDA 33853 (941) 676-7611 (941) 663-8942 FAX 676-0643 P.O. BOX 24628 LAKELAND, FLORIDA 33802-4628

> 100 EAST MAIN STREET LAKELAND, FLORIDA 33801 (941) 883-8511 (941) 676-8934 FAX 682-8031

P.O. DRAWER 7608 WINTER HAVEN, FLORIDA 33883-7608

141 5" Street, NW, Suite 300 Winter Haven, Florida 33881 1941 294-3360 FAX 299-5498

PLEASE REPLY TO:

Lake Wales March 5, 1997 DA. T. WARREN CO.

Corporate Records Bureau Division of Corporations DEPARTMENT OF STATE P. O. Box 6327 Tallahassee, Florida 32314

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Dissolution of Palmer Citrus Groves, Inc.

Gentlemen:

Enclosed please find for filing two executed originals of the Articles of Dissolution to dissolve Palmer Citrus Groves, Inc. effective March 1, 1997.

This firm's check is enclosed in the amount of \$87.50 for the filing fee and one certified copy of the Articles of Dissolution.

Trusting you find the enclosed to be in order, I remain

Sincerely yours,

CBM/hls: Enclosures as Stated

Copies:

Mrs. Thelma M. Palmer

Mr. Dennis Bradt

Mr. Walter Farr, CPA

Mr. William A. Rowse, Jr., CPA

. B. Myers

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VS MAR 1 3 1997



ARTICLES OF DISSOLUTION PALMER CITRUS GROVES, INC.

TO: Department of State
P. O. Box 6327
Tallahassee, Florida, 32314

Pursuant to the provisions of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

- 1. The name of the corporation is: PALMER CITRUS GROVES, INC.
- 2. The effective date of the dissolution of Palmer Citrus Groves, Inc. shall be March 1, 1997.
- 3. The names and respective addresses of the officers of the corporation are as follows:

NAME	OFFICE	ADDRESS
Thelma M. Palmer	President	170 South Ramona Avenue P. O. Box 646 Lake Alfred, FL 33850
Thelma M. Palmer	Secretary- Treasurer	170 South Ramona Avenue P. O. Box 646 Lake Alfred, FL 33850

4. The names and respective addresses of the directors of the H:\HOME\HLS\ARTDISS.PAL

corporation are as follows:

NAME

ADDRESS

Thelma M. Palmer

170 South Ramona Avenue P. O. Box 646 Lake Alfred, FL 33850

Walter Farr

222 South 6th Avenue P. O. Box 995 Wauchula, FL 33873

- 5. All debts, obligations and liabilities of the corporation have been paid or discharged.
- 6. All property and assets of the corporation remaining after the payment of all debts, obligations and liabilities of the corporation have been distributed to its sole stockholder.
- 7. There are no actions pending against the corporation in any court.
- 8. The corporation elected to dissolve by the written consent of the sole stockholder, and such written consent has been signed by said sole stockholder of the corporation. A copy of such written consent is attached to these Articles of Dissolution.

DATED this 25th day of February , 1997.

PALMER CITRUS GROVES, INC.

(CORPORATE SEAL)

Attest:

BY <u>Thelma M. Palmer</u> THELMA M. PALMER, President

Thelma m. falmer THELMA M. PALMER, Secretary-

Treasurer

STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME, the undersigned Notary Public, personally appeared THELMA M. PALMER, who is personally known to me and known by me to be the President and Secretary-Treasurer of PALMER CITRUS GROVES, INC., a Florida corporation, and who, being duly acknowledged that she executed the foregoing Articles Dissolution with full authority of said corporation, on behalf of said corporation, and for the purposes therein expressed.

WITNESS my signature and official seal at Lake Wales, Polk County, Florida, this 25th day of February, 1997.

(Notary Seal)

OF FLO

Notary Public, State of Florida Name: HELEN L. STECMAN

Commission No: CC349484

Commission Expires: 2/26/1998

WRITTEN CONSENT OF SOLE SHAREHOLDER TO VOLUNTARILY DISSOLVE PALMER CITRUS GROVES, INC., A FLORIDA CORPORATION

The undersigned, being the sole shareholder of PALMER CITRUS GROVES, INC., a Florida corporation, does hereby consent to the voluntary dissolution of such corporation and does authorize and direct the President and Secretary-Treasurer of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, the undersigned sole shareholder has signed and dated name this Consent opposite the number of shares of the corporation held by it of record on such date.

Signature

Date

No of Shares

BARNETT BANK, N. A. as Trustee of the CHARLES M. PALMER REVOCABLE TRUST DATED SEPTEMBER 11, 1987

Bv

2-25-97

5,000

its Vice President + Brivate Client Executive