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362150

December 10, 1999

Cert. Mail 2 416 353 456

Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, Florida 32314

000003070210--4

-12/14/99--01105--008

*****35.00 *****35.00

Re: Voluntary Dissolution of Columbia Land & Cattle Company
393 N. Temple Avenue
Starke, Florida 32091
FEIN: 59-1304715
Incorporated 04/06/1970

000003070210--4

-12/14/99--01105--008

*****17.50 *****17.50

Good Day:

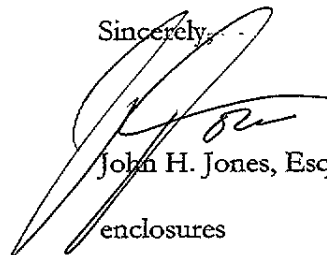
Please find enclosed the subject corporation's check No. 1014 for your \$35.00 filing fee for the attached original:

1. Articles of Dissolution, with Proposal & Plan for Voluntary Dissolution of Columbia Land & Cattle Company attached.

Please file as appropriate to effect voluntary dissolution of the corporation at the last meeting held December 31, 1999.

I am also enclosing my law office check No. 5550 in the amount of \$17.50. Once the Articles are filed, please send me a certified copy of the Dissolution right away. I also request a certificate status, as soon as available, showing the corporation's "dissolved" status.

Sincerely,


John H. Jones, Esq.

enclosures

c: client w/encl.
J. Semago, Jr., CPA w/encl.

Columbia Land & Cattle Co (l)/ltr div corp

P.S. Please call collect if any problems with Dissolution. Thank you

*Get copy
Cert of Sta
Vol Diss 55-99
12-14-99
HPG*

FILED
99 DEC 14 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
of
COLUMBIA LAND & CATTLE COMPANY**

COLUMBIA LAND & CATTLE COMPANY, a Florida for-profit corporation, submits the following articles of dissolution pursuant to Florida Statutes, Section 607.1403.

- FIRST: The name of the corporation is **COLUMBIA LAND & CATTLE COMPANY** (the "company").
- SECOND: Date of Dissolution. The dissolution of the company is to be effective at the last moment of December 31, 1999.
- THIRD: Adoption of Dissolution. By a vote of the sole shareholder taken on December 8, 1999, dissolution and the effective date of the dissolution were approved by the sole shareholder, owning and holding all of the outstanding shares of the company. The number of votes cast by the shareholder of the company for dissolution was unanimous and sufficient for approval of that action. The sole shareholder, owning and holding all of the outstanding shares of the company approved the dissolution of the company.

EXECUTED: December 8, 1999

COLUMBIA LAND & CATTLE COMPANY

By: 

John D. Odom, III
Chairman and President

FILED
99 DEC 14 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PROPOSAL AND PLAN FOR VOLUNTARY DISSOLUTION
OF
COLUMBIA LAND & CATTLE COMPANY**

The Board of Directors propose the Voluntary Dissolution of **Columbia Land & Cattle Company**, a Florida Corporation (the "Corporation"). This Dissolution is being effected pursuant to this Plan of Liquidation ("Plan") in accordance with Florida Statutes.

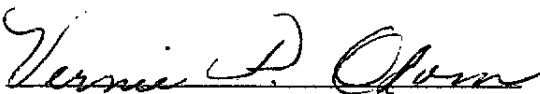
1. Dissolution, Liquidation and Effective Date. The Corporation shall be voluntarily dissolved and the Effective Date of the Dissolution (the "Effective Date") shall be the last moment of December 31, 1999. Liquidation of the Corporation's assets and liabilities shall be effected as by the Effective Date by its Officers, Directors, and any statutory Trustees in office or otherwise authorized to so act before or after the Effective Date.
2. Cancellation of stock. Upon the Effective Date, each share of Corporation's stock that shall be issued and outstanding at that time shall without more be canceled and surrendered. Vernie P. Odom, the undersigned person, is the sole shareholder of the Corporation.
3. Fractional and Minority Shares. Since there is only a single shareholder of the Corporation, there are, and will be, no fractional or minority shares or interests.
4. Satisfaction of debts and claims. The officers shall attempt to satisfy from the assets of the Corporation all short term debts, obligations, and claims of or against the Corporation on or before the Effective Date.
5. Distribution to shareholder of the corporation. All remaining assets of the Corporation shall be conveyed and transferred to the sole shareholder as of the Effective Date and the sole shareholder shall take all such assets subject to all then unsatisfied debts and obligations of, and valid claims against, the Corporation. The sole shareholder may, to the extent of assets received from the Corporation as a result of this dissolution and liquidation, be liable for all valid and otherwise enforceable claims against, and obligations of, the Corporation; and to extent of assets received from the Corporation as a result of this dissolution and liquidation, shall be so liable before any other Officer, Director, or Trustee of the Corporation. This provision shall not create a right in any person other than an Officer, Director, or Trustee of the Corporation, and in such latter persons it shall create no more than a limited right against the sole shareholder to be liable to other claimants against the Corporation only after sole shareholder's liability for an amount not to exceed the extent of assets received from the Corporation as a result of this dissolution and liquidation.
6. Supplemental Action. If, at any time after the Effective, the directors or sole shareholder shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of the Plan, the appropriate officers, directors, or trustees of the dissolved Corporation, as the case may be, whether past or remaining in office, shall execute and

**Proposal and Plan of Voluntary Dissolution of
COLUMBIA LAND & CATTLE COMPANY, A Florida Corporation**

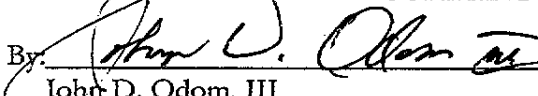
deliver, on the request of such trustees or sole shareholder, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in sole shareholder, or otherwise carry out the provisions of this Plan.

7. Filing Articles with the Florida Secretary of State. The Chairman of the Board, President (or Vice President) shall execute Articles of Dissolution in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Dissolution as if fully set forth in such Articles and shall become an exhibit to such Articles. Thereafter, such Articles of Dissolution shall be delivered by the Chairman or President no later than December 29, 1999, for filing to the Florida Secretary of State. In accordance with Florida Statutes, the Articles of Dissolution shall specify the "Effective Date" which date shall be at the last moment of December 31, 1999.
8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the shareholder of the Corporation entitled to the benefit thereof, but not by action taken by the Board of Directors. This Plan may be amended or modified in whole or in part at any time before the vote of the Shareholder(s) of the Corporation by an agreement in writing executed in the same manner (but not necessarily by the same persons) as set forth below, or at any time thereafter as long as such change is in accordance with Florida Statutes.
9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Dissolution), this Plan may be terminated and the Dissolution abandoned by consent of the shareholder(s) of the Corporation..
10. Consent and Waiver. This Dissolution, as set forth in this Plan of Dissolution and Liquidation and in the Articles of Dissolution is approved and consented to by the undersigned Officers, Directors, and Shareholder, being all of the Officers, Directors, and the sole shareholder of the Corporation. We each waive any Notice or Requirement for meeting or notice.

IN WITNESS WHEREOF, the parties have set their hands this 8th day of
DECEMBER, 1999.


Vernie P. Odom, Sole
Shareholder of Columbia Land
& Cattle Company

COLUMBIA LAND & CATTLE COMPANY

By: 
John D. Odom, III
Chairman/President & Secretary

Attest: 
Vernie P. Odom
Director/Treasurer