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*Law Offices Of*  
**LAWRENCE S. KLITZMAN P.A.**  
*a professional association*

*Lawrence S. Klitzman*  
*L.L.M. Taxation*

January 27, 1999

100002776471--0

-02/16/99--01016--001

\*\*\*\*\*52.50 \*\*\*\*\*52.50

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

Re: Mazzone Snack Foods, Inc., a Florida corporation-Articles of Dissolution

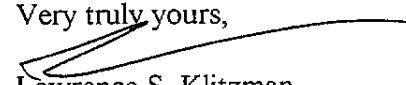
Dear Gentleperson:

Enclosed herewith find Articles of Dissolution for the above named corporation.

The dissolution was effective December 31, 1998 pursuant to the shareholders resolution, a copy of which is also included. I am also enclosing a check in the amount of \$52.50 to cover the filing fee, (\$35.00); one certified copy of the Dissolution (\$8.75) and one Certificate of Status (\$8.75). I am also enclosing a return self addressed stamped envelope in which I would appreciate your returning the certified copy and certificate.

Thank you.

Very truly yours,

  
Lawrence S. Klitzman  
LSK/sm

*Voldie*

FILED  
99 FEB 16 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Klitzman/Midlandltr122599

TLL FEB 18 1999

**ARTICLES OF DISSOLUTION**

FILED  
99 FEB 16 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution.

FIRST: The name of the corporation is: Mazzone Snack Foods, Inc., a Florida corporation

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

THIRD: Adoption of Dissolution

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

Signed this 31st day of December, 1998

Signature Frank Pellagatti, President  
Frank Pellagatti, President

Pellagatti/Article of Dissolution

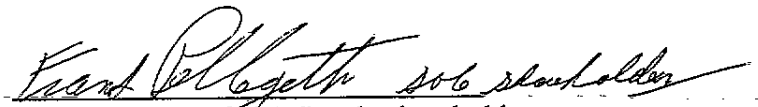
**CONSENT OF SOLE SHAREHOLDER OF MAZZONE SNACK FOODS, INC., A FLORIDA  
CORPORATION WITHOUT A MEETING  
IN ACCORDANCE WITH FLORIDA STATUTE S SECTION 607.0704**

The undersigned, being the sole Shareholder of Mazzone Snack Foods, Inc., a Florida Corporation, (the "Corporation"), does hereby unanimously approve the following Resolution and consents to take the following actions without a meeting pursuant to Section 607.1402 of the Florida Business Corporation Act and the Bylaws of the Corporation:

**RESOLVED:** That the Corporation, by and through its duly authorized officers, is hereby authorized and directed to dissolve the Corporation.

The action taken by this Consent shall have the same force and effect as if taken at a meeting of the Shareholders of the corporation, duly called and constituted pursuant to the laws of the State of Florida.

**IN WITNESS WHEREOF**, the sole Shareholder of the Corporation has executed this Certificate in lieu of special meeting of the Shareholders effective as of the 31<sup>st</sup> day of December, 1998.

  
FRANK PELLEGGATTI, sole shareholder