

MELCO NURSERIES, INC.

1120 Tom Gurney Dr.
Winter Park, FL 32789
Phone: 407-256-9034

510992

000003340820--4
-07/31/00--01122--009
*****43.75 *****43.75

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

Dear Sirs;

RE: Dissolution of MELCO NURSERIES, INC.

Enclosed are Articles of dissolution pursuant to Section 607.267 of the Florida general Corporation Act for dissolution of the above mentioned Corporation by July 14, 2000.

I need one certified copy for my records. Enclosed is my check in the amount of \$43.75 for the filing fee and the certified copy.

If you have further questions please call me @ 407-256-9034.

Sincerely,



Robert Mellen

FILED
00 JUL 31 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vol/dia

T. L. L. AUG 9 2000

**ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.267
OF THE
FLORIDA GENERAL CORPORATION ACT**

FILED
00 JUL 31 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.267 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation.

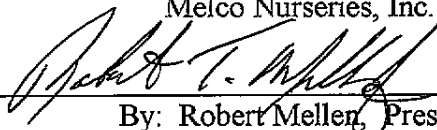
1. The name of the corporation is Melco Nurseries, Inc.
2. The names and respective addresses of its officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Robert Mellen	President	1120 Tom Gurney Dr., Winter Park, FL 32789
Saundra Mellen	Secretary	1120 Tom Gurney Dr., Winter Park, FL 32789

3. All debts, obligations, and liabilities of the corporation have been paid or discharges or adequate provision has been made therefor.
4. All remaining property and assets of the corporation have been distributed among the shareholders in accordance with their respective rights and interests.
5. There are no actions pending against the corporation in any court.
6. A statement of intent to dissolve the corporation is hereby attached and the effective date is July 14, 2000.

Dated: July 14, 2000

Melco Nurseries, Inc.


By: Robert Mellen, President


By: Saundra Mellen, President

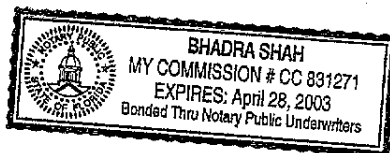
STATE OF FLORIDA

COUNTY OF Orange

Robert T Mellen Jr.

Before me, the undersigned authority, personally appeared Saundra Mellen who is to me well known to be the person described in and who subscribed the above articles of dissolution, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Bank of America in said County and State, this 25th day of July 2000



Bhadra Shah
Notary Public
STATE OF FLORIDA

My commission expires: _____

**STATEMENT OF INTENT TO DISSOLVE
MELCO NURSERIES, INC.**

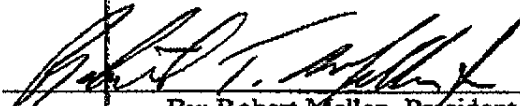
BY WRITTEN CONSENT OF ALL THE SHAREHOLDERS

Pursuant to the provisions of Section 607.254 of the Florida General Corporation Act, the undersigned corporation submits the following statement of intent to dissolve the corporation upon written consent of all its shareholders:

1. The name of the corporation is Melco Nurseries, Inc.
2. All the shareholders of the corporation hereby authorize the dissolution of the corporation no later than July 14, 2000

Dated: July 14, 2000

Melco Nurseries, Inc.


By: Robert Mellen, President


By: Sandra Mellen, Secretary