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Federal Express

October 29, 1998

Florida Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32301

000002676730--1
-10/30/98--01049--010
*****87.50 *****43.75

Re: Hickory Smoke House, Inc.

Gentlemen:

Enclosed are an original and one copy of articles of dissolution, effective October 31, 1998, for the above corporation and a certificate of corporate resolutions. Please endorse your approval of the articles of dissolution on the duplicate copy, certify and return it.

A check in the amount of \$87.50 is enclosed in payment of the following:

1. \$35.00 filing fee; and
2. \$52.50 fee for the certified copy of the articles of incorporation.

If the enclosures are satisfactory, please see to the filing of the articles. Thank you for your attention to this matter.

Sincerely yours,

William L. Johnson

William L. Johnson

WLJ:am
Enclosure

cc: Mrs. Anne M. deMarlor

FILED
98 OCT 30 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Diss.
11-3-98
cc

ARTICLES OF DISSOLUTION
OF
HICKORY SMOKE HOUSE, INC.

The undersigned officer of HICKORY SMOKE HOUSE, INC. ("corporation" desiring to dissolve the corporation, hereby submits the following in accordance with Section 607.1403, Florida Statutes:

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98 OCT 30 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is *Hickory Smoke House, Inc.*

ARTICLE TWO

The dissolution of the Corporation was authorized on *October 29, 1998.*

ARTICLE THREE

The dissolution of the Corporation was approved by all of the shareholders, and therefore the number of votes cast for dissolution was sufficient for approval.

ARTICLE FOUR

These articles of dissolution shall be effective as of *October 31, 1998.*

The undersigned president, for the purpose of dissolving *Hickory Smoke House, Inc.* under the laws of the state of Florida, has executed these articles of dissolution on October 29, 1998.



Anne M. deMarlor, President

CERTIFICATE OF CORPORATION RESOLUTIONS

I certify that I am president of *Hickory Smoke House, Inc.*, a Florida corporation, and, as president, I do hereby certify that: by written action of the shareholder of the corporation dated October 29, 1998, the following resolutions were approved by her; the following is a full, true and correct copy of the resolutions as they appear on the records of the corporation; the resolutions have not been altered, amended or repealed and are now in full force and effect; and I am one of the duly authorized and proper officers of the corporation to make certified copies of its records in its behalf:

WHEREAS, the best interests of the corporation and its shareholder would be served by dissolving the corporation; it is

RESOLVED, that the corporation shall be dissolved, effective October 31, 1998; and it is

FURTHER RESOLVED, that the officers are specifically empowered and directed to take all actions necessary to dissolve and liquidate the corporation, including, but not limited to the following actions:

- (a) Execute and file the articles of dissolution of the corporation with the Florida Department of State;
- (b) Collect the corporation's assets;
- (c) Make provisions for the discharge of all the corporation's liabilities;
- (d) Distribute the corporation's remaining property among its shareholders according to their interests, in exchange for the surrender and cancellation of their shares of the corporation's stock;
- (e) Take all other actions necessary to wind up and completely liquidate the corporation's business and affairs.

Dated: October 29, 1998.



ANNE M. DEMARLOR,
President