

LAW OFFICES
DOUMAR, ALLSWORTH, CURTIS, CROSS, LAYSTROM,
PERLOFF, VOIGT, WACHS & MAC IVER, LLP

1177 SOUTHEAST THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33316-1197

EMERSON ALLSWORTH, P.A.
E. SCOTT ALLSWORTH, P.A.
MARK E. ALLSWORTH, P.A.
WILLIAM S. CROSS, P.A. **
CHARLES L. CURTIS, P.A.
RAYMOND A. DOUMAR, P.A. *

BROWARD (954) 762-3400
MIAMI (305) 945-3172
TELEFAX (954) 525-3423
TELEFAX (954) 468-1469

C. WILLIAM LAYSTROM, JR., P.A.
STUART J. MAC IVER, P.A.
JOHN W. PERLOFF, P.A. *
JOHN D. VOIGT, P.A.
JEFFREY S. WACHS, P.A. †

* ALSO ADMITTED IN MICHIGAN
* BOARD CERTIFIED REAL ESTATE LAWYER
** CERTIFIED CIRCUIT CIVIL AND FAMILY MEDIATOR
† ALSO ADMITTED IN PENNSYLVANIA

719373

JOHN H. ADAIR, III, P.A.

September 28, 2001

WRITER'S DIRECT DIAL: (954) 762-3448

900004619489--1
-10/02/01--01011--001
*****43.75 *****43.75

CERTIFIED MAIL - 7000 0520 3205 2135
RETURN RECEIPT REQUESTED

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

Re: THE SEED, INC.

Gentlemen:

Enclosed please find Articles of Dissolution (attaching the Plan of Dissolution and Complete Liquidation) for the above referenced non-profit corporation, along with a check in the amount of \$43.75, which represents the necessary fees for the Secretary of State.

Please file the enclosed and return a certified copy to the undersigned.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

JOHN W. PERLOFF
For the Firm

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT - 1 PM 1:42

FILED

JWP/dmb
Enc.

cc 10/5
not done

ARTICLES OF DISSOLUTION

OF

THE SEED, INC.

THE SEED, INC. (the "Corporation"), by its President and Secretary, for the purpose of complying with the provisions of Section 617.1403 of the Florida Statutes, does hereby execute the following Articles of Dissolution:

1. The name of the Corporation is: **THE SEED, INC.**
2. The Corporation's members are not entitled to vote on dissolution of the Corporation.
3. The Corporation has four (4) directors, identified as follows:

Art Barker
1313 South Andrews Avenue
Ft. Lauderdale, FL 33316

Shelly Barker
1313 South Andrews Avenue
Ft. Lauderdale, FL 33316

Elizabeth M. Kienzle
P.O. Box 4005
Ft. Lauderdale, FL 33338

Joan Bryant
1825 S.E. Third Avenue
Ft. Lauderdale, FL 33316

4. The foregoing dissolution was approved by unanimous vote of the Board of Directors of the Corporation through a corporate resolution adopted on the 13th day of September, 2001.
5. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provisions have been made therefor.
6. All remaining property and assets of the Corporation have been distributed to other charitable organizations, or will be so distributed in due course.
7. There are no actions pending against the Corporation in any court or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against it

FILED
01 OCT - 1 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

in any pending action.

- 8. A true, correct and complete copy of the Plan of Dissolution and Complete Liquidation adopted by the Corporation is attached hereto as Exhibit "A".

IN WITNESS WHEREOF, the President and Secretary have executed these Articles of Dissolution, this 28 day of September, 2001.

ATTEST:

THE SEED, INC.

By: Shelly Barker
Shelly Barker, Secretary

By: Art Barker
Art Barker, President

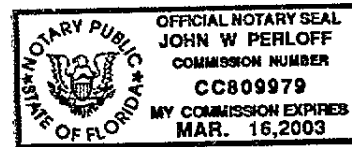
STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, on this day personally appeared Art Barker and Shelly Barker, as President and Secretary respectively of THE SEED, INC., a Florida non-profit corporation who being first duly sworn, stated that the matters contained in the foregoing instrument are true and correct and acknowledged to me that they executed the same for the purpose and consideration therein expressed and in the capacity therein stated, as the act and deed of said corporation.

TO CERTIFY WHICH WITNESS MY HAND AND SEAL OF OFFICE this 28 day of September, 2001.

NOTARY PUBLIC
John W. Perloff
Print: JOHN W. PERLOFF
State of Florida at Large (Seal)
My Commission Expires:

X Personally Known or _____ Identification Produced
Type of identification produced: _____



PLAN OF DISSOLUTION AND COMPLETE LIQUIDATION

The following plan of Dissolution and Complete Liquidation, (hereinafter called the "Plan"), shall be effective upon the adoption and approval of the Plan at a meeting of the Board of Directors by the affirmative vote of the majority of the directors of THE SEED, INC. (hereinafter called the "Corporation").


The day of such adoption and approval by the shareholders is hereinafter called the "Effective Date".

1. Dissolution. As promptly as practicable after the Effective Date of the Plan, the Corporation shall be dissolved in accordance with the laws of the State of Florida, with such dissolution to be effective on September 30, 2001.
2. Cessation of Business. After the Effective Date, the Corporation shall not engage in any business activities except for the purpose of preserving the value of its assets, adjusting and winding up its business and affairs, and distributing its assets in accordance with the Plan. The directors and officers now in office shall continue in office solely for these purposes.
3. Payment of Debts. All known or ascertainable liabilities of the Corporation shall be promptly paid or provided for. There shall also be set aside, in cash, securities or other assets, a reserve fund in an amount estimated by the directors to be necessary for the payment of estimated expenses, taxes, and/or contingent liabilities.
4. Interim Distributions. After providing for payment of liabilities, the Corporation shall make distributions, in amounts approved by the directors, to other charitable organizations qualifying under Section 501 (c) (3) of the Internal Revenue Code.
5. Liquidating Distribution. At such time as the Board of Directors of the Corporation may determine that all liabilities of the Corporation have been paid or provided for, including all costs of effecting and administering the Plan, the directors shall transfer any assets remaining to one or more charitable organizations qualifying under Section 501 (c) (3) of the Internal Revenue Code.
6. Power of the Board of Directors. The Board of Directors shall have authority to do or authorize any and all acts and things as provided for in the Plan and any and all such further acts and things as may be

EXHIBIT "A"

considered desirable to carry out the purposes of the Plan. The directors shall have authority to authorize such variations from or amendments of the provisions of the Plan as may be necessary or appropriate to effectuate and dissolution and complete liquidation of the Corporation, and the distribution of its assets to the designated charitable organizations in accordance with the laws of the State of Florida.

I HEREBY CERTIFY THAT THIS IS A TRUE AND CORRECT COPY OF THE PLAN OF DISSOLUTION THAT WAS UNANIMOUSLY ADOPTED BY THE DIRECTORS OF THE SEED, INC., IN ACCORDANCE WITH FLORIDA STATUTES § 617.1406 (2), ON SEPTEMBER 13, 2001.



SHELLY BARKER, Secretary