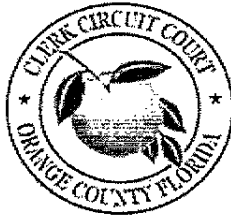


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**LYDIA GARDNER**

CLERK OF THE CIRCUIT AND COUNTY COURTS  
ORANGE COUNTY COURTHOUSE

CIRCUIT COURT, GENERAL CIVIL DIVISION

Date: March 14, 2002

900005114569--7

RE: CIO98-3000 (DISSOLVING A CORPORATION)

Dear: SUSAN PAYNE

PER OUR CONVERSATION ON MARCH 13, 2002 I HAVE ENCLOSED A CERTIFIED COPY OF THE ORDER OF DISSOLUTION IN CASE CIO 98-3000 WHICH WILL NOW DISSOLVE THE CORPORATION. I HAVE ALSO FURNISHED A RECEIPT FOR YOU TO SIGN AND RETURN TO:

✓ ATTN: ARLENE GRINSTEAD  
HOLLAND AND KNIGHT  
P.O. BOX 1526  
ORLANDO, FL 32802

ONCE YOU HAVE RECEIVED THIS ORDER.

IT IS MY UNDERSTANDING THAT NO FILING FEE IS REQUIRED, HOWEVER IF THERE IS ANYTHING ELSE THAT NEEDS TO BE DONE PLEASE CONTACT ME AT (407) 836-2055. THANK YOU FOR YOUR CORPORATION.

Very truly yours,

LYDIA GARDNER  
CLERK, CIRCUIT AND COUNTY COURTS

By

Deputy Clerk

**KERRY BRICKNER**

FILED  
02 MAR 18 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/18/02  
Court ordered  
Dissolution  
Spayne

IN THE CIRCUIT COURT OF THE NINTH JUDICIAL CIRCUIT  
IN AND FOR ORANGE COUNTY, FLORIDA

IN RE:

WINTER GARDEN CITRUS PRODUCTS  
COOPERATIVE, an agricultural cooperative  
marketing association under the laws of the  
State of Florida

CASE NO.: 98-3000

FILED  
02 MAR 18 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED IN OFFICE  
CIVIL DIV.  
01 OCT -1 PM 4:35  
J. GARDNER  
CLERK CIRCUIT COURT  
ORANGE CO., FL

**FINAL ORDER GRANTING PETITIONER'S  
MOTION TO CONCLUDE DISSOLUTION PROCEEDING**

THIS CAUSE came on to be heard October 1, 2001 upon the petitioner, Winter Garden Citrus Products Cooperative's (the "Cooperative") motion for a final order concluding this dissolution proceeding and the Court having reviewed its file, having heard argument of counsel and being otherwise duly advised in the premises it is:

ADJUDGED as follows:

1. The motion is, in all respects, granted.
- 2.. The Cooperative instituted this case by filing its Voluntary Petition For Dissolution Of Cooperative pursuant to §618.25 Florida Statutes. On April 8, 1998, this Court entered its Initial Order Regarding Petition For Voluntary Dissolution Of Cooperative. The Order provided, inter alia, for the giving of notice of the impending dissolution of the Cooperative, the establishment of a claims bar date, and upon the appropriate conclusion of the foregoing, entry of a decree of

dissolution. The Cooperative has complied with the notice procedures in the Order and the claims bar date has passed.

3. The Cooperative has settled and resolved all of the claims of all of the claimants identified in its petition for dissolution and the claim of Crown Cork and Seal which is the only other claimant which has appeared in this case. The Cooperative has no other creditors except for ongoing operating expenses and the expenses of this proceeding, all of which the Cooperative is paying as they become due.

4. On March 28, 2001, almost three years after this proceeding commenced, Hebei Food Stuffs Import and Export Corporation ("Hebei") contacted the Cooperative and claimed that it was owed money under a sales contract and invoices dated in 1995. The Cooperative denies owing any debts or other obligations to Hebei.

5. It is apparent from the papers in the Court's file that Hebei is aware of this proceeding, yet it has never appeared in this case, filed a claim or sought leave of court to file an untimely claim. It does not appear that Hebei has ever caused a lawsuit to be served upon the Cooperative and the Cooperative has informed this Court that it has no knowledge of the institution of any legal proceedings by Hebei against it.

6. Any claim Hebei might otherwise have had is now barred based upon its failure to file same by the claims bar date established by this Court and because

the statutes of limitation have run without Hebei having filed or served a lawsuit on the Cooperative.

7. The Cooperative has concluded its affairs in that its business has been wound up, its assets have been liquidated and, apart from current expenses which are paid as they become due, its creditors have been paid.

8. Section 618.25 Florida Statutes provides that upon receipt of a petition for the dissolution of an agricultural cooperative marketing association the Court may decree a dissolution and make all necessary orders and decrees for the winding up of its affairs and that the agricultural cooperative marketing association continue to be a body corporate for a term of two years after the date of the decree or dissolution for the purpose of prosecuting and defending suits and settling its affairs. This Court finds that the Cooperative has, in the more than two years since its petition for dissolution was filed, settled its affairs.

9. The Cooperative is hereby dissolved effective October 1, 2001. The Clerk of this Court is directed to deliver a copy of this final order to the Department of State of Florida that shall file it.

10. Hebei and any creditor of the Cooperative with the exception of current service providers is hereby forever barred from participating in the distribution of the assets of the Cooperative and shall otherwise take nothing from the Cooperative which shall go hence without day.

11. The Cooperative shall pay the expenses of concluding this dissolution including without limitation, payment of its legal and accounting fees, any storage

charges including for the storage of business records which the Cooperative believes should be preserved for any period of time, the costs of any insurance coverage deemed prudent or necessary by the Cooperative's officers and directors including without limitation, directors and officers liability insurance, and any other expenses which the Cooperative's officers and directors believe are reasonable and necessary for the final windup of the Cooperative. Such payments may include advances and pre-payments which the Cooperative's officers and directors believe are reasonable and necessary.

12. After the payment of its expenses, the Cooperative shall distribute its remaining assets to its equity holders in accordance with its articles of incorporation, by-laws and applicable Florida law.

13. No trustees of the Cooperative are necessary and its officers and directors shall go hence without day.

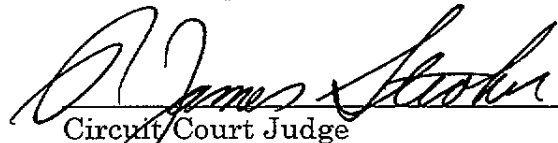
15. The Cooperative is hereby authorized to take any and all other actions that its officers and directors deem reasonable and necessary to conclude its dissolution.

16. The officers of the Cooperative are still empowered to sign such contracts and other papers including for tax returns and other filings which may be required by any local, state or federal government, for insurance, and any other papers they believe are reasonable and necessary under the circumstances.

17. No further judicial action is required and this case is closed.

CASE NO.: 98-3000

ORDERED, in Chambers in Orlando, Orange County, Florida on this 1st day  
of October 2001.

  
Circuit Court Judge

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that a true and correct copy of the foregoing was  
furnished to Ron Heller, Esquire, Caine & Weiner, P. O. Box 7669, Algonquin,  
Illinois 60102-7669 and Thomas B. Smith, Esquire, Holland & Knight LLP, P.O.  
Box 1526, Orlando, Florida 32802 via U.S. Mail this 1st day of October,  
2001.

  
Judicial Assistant/Attorney

ORL1 #673737 v2

