

F66860

Anchors, Foster, McInnis & Keefe, P.A.

Attorneys at Law

909 MAR WALT DRIVE, SUITE 1014
FT. WALTON BEACH, FLORIDA 32547-6711

C. LEDON ANCHORS
W. SCOTT FOSTER*
C. JEFFREY MCINNIS
LAWRENCE KEEFE
MICHELLE ANCHORS

AREA CODE 850
TELEPHONE 863-4064
FAX 862-1138

E-MAIL: AFMK@CYBERTRON.COM

*ALSO ADMITTED IN ALABAMA

April 12, 2001

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

800004012699--8
-04/17/01--01016--013
*****43.75 *****43.75

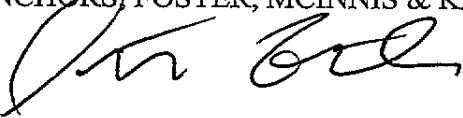
RE: Dissolution of Long Varieties, Inc. (the "Company")

Dear Sir:

I am enclosing the original and one copy of the Article of Dissolution in connection with the liquidation of the above referenced Company, as well as the resolution passed in regard thereto. I am also enclosing our firm check in the amount of \$43.75 to cover the cost of dissolving the Company in question. If you need any further documentation in order to dissolve the Company, please let me know. If you do not and if you find the enclosures in order, it would be appreciated if you would take the necessary steps to formally dissolve the Company. If you have any questions or problems concerning this matter, please call me collect or in my absence my secretary, Linda. Thereafter, please provide this office with a certificate evidencing that the Company has been dissolved.

Sincerely yours,

ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.



William Scott Foster

Enclosures

cc: J. Douglas Long
Cliff Long
50 Miracle Strip Parkway SE
Fort Walton Beach, Florida 32547

Dissolution

T BROWN APR 25 2001

FILED
01 APR 17 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

FILED
01 APR 17 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

1. The name of the corporation is Long Varieties, Inc., Florida corporation (the "Corporation").

2. The names and respective addresses of the officers of the Corporation are:

President	J. Douglas Long
Secretary/Treasurer	

3. The names of the Directors of the Corporation are J. Douglas Long, Cliff Long and Bettye J. Long and such parties' collective mailing address for purposes hereof is 50 Miracle Strip Parkway SE, Fort Walton Beach, Florida 32548.

4. All debts, liabilities and other obligations of the Corporation have been paid and discharged or adequate provision has been made therefore.

5. After applying the property and assets of the Corporation to the payment of its debts, liabilities and other obligations, the remaining property and assets of the Corporation have been distributed to the following Stockholders in the following proportions:-

<u>STOCKHOLDER</u>	<u>PERCENTAGE INTEREST</u>
J. Douglas Long	100%

6. There are no actions pending against the Corporation in any Court.

7. A copy of the resolution to dissolve the Corporation adopted by the Board of Directors of the Corporation is attached. Also, the attached resolution was adopted by the sole Stockholder.

of the Corporation on the same date that the same was adopted by the Board of Directors.

WITNESSES:

Print Name: William Scott Foster

Print Name: Larry M. Westmore

Long Varieties, Inc.

By: J. Douglas Long

J. Douglas Long
President

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me personally appeared J. Douglas Long, the President and Secretary of the Corporation, and such person acknowledged before me that such person executed the foregoing Articles of Dissolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 1ST day of January, 2001.

[Signature]
Notary Public
My Commission Expires:

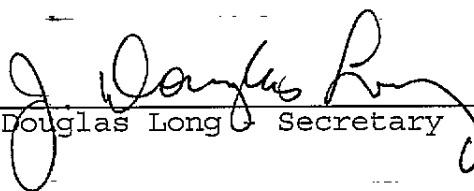
WILLIAM SCOTT FOSTER
Notary Public, State of Florida
My comm. exp. June 2, 2004
Comm. No. CC921459

WILLIAM SCOTT FOSTER
Notary Public, State of Florida
My comm. exp. June 2, 2004
Comm. No. CC921459

CERTIFICATE

I do hereby certify that I am the duly elected and acting Secretary of Long Varieties, Inc., a Florida corporation (the "Company") and that Exhibit "A" attached hereto and made a part hereof is a true and correct copy of a resolution duly adopted by the Board of Directors and the sole Stockholder of the Company in connection with the complete liquidation of the Company under the laws of its state of incorporation.

WITNESS my hand as Secretary of the Company this 1st day of January, 2001.


J. Douglas Long Secretary

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me personally appeared J. Douglas Long, the Secretary of the Company, and such person acknowledged before me that such person executed the foregoing instrument on behalf of such Company.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 1st day of January, 2001.


Notary Public
My Commission Expires:

WILLIAM SCOTT FOSTER
Notary Public, State of Florida
My comm. exp. June 2, 2004
Comm. No. CC921459

PLAN OF LIQUIDATION
(Unanimous Written Consent of
the Board of Directors and Sole Stockholder)

COMPANY: Long Varieties, Inc., a Florida corporation
 (the "Company")

DATE: Effective as of January 1, 2001

The undersigned, being all the Directors and sole Stockholder of the Company, do hereby unanimously consent and approve the following resolutions, all effective as of the date set forth above:

RESOLVED, that the Company shall be liquidated and dissolved in accordance with the following plan of complete liquidation (herein called the "Plan") to be finalized in all events by December 31 of this year.

1. The President of the Company (the "Authorized Officer") shall be authorized and empowered to sell or otherwise liquidate any and all of the assets of the Company which, in such officer's reasonable judgment, should be sold or liquidated to facilitate the liquidation of the Company, which sale shall take place by December 31st of this year (if at all).

2. Prior to the final liquidation of the Company:

(a) All then known debts, obligations and liabilities of the Company which can then be paid shall be paid, or the payment thereof shall be provided for, all as soon as practicable.

The term "debts, obligations and liabilities" shall include, but shall not be limited to, (i) expenses incident to the conduct and winding up of the business and affairs of the Company, (ii) expenditures or allowances made or incurred incident to the sale, liquidation or distribution of the assets of the Company, and (iii) attorneys' and accountants' expenses.


(b) After, and only after, paying or providing for the payment of said debts, liabilities and obligations, there shall be distributed, from time to time as determined and authorized by the Board of Directors of the Company, the remaining assets of the Company to the sole Stockholder.

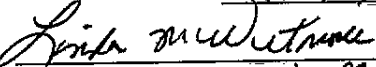
3. The Board of Directors of the Company shall be authorized and empowered to correct any defect or supply any omission in the Plan and reconcile any inconsistency or conflict in the Plan.

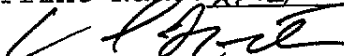
4. Upon the distribution of the remaining assets of the Company pursuant to the Plan, the Company shall be dissolved pursuant to the laws of the state in which the Company was established (which dissolution shall take place on or before December 31st of this year).

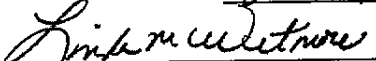
5. The Authorized Officer of the Company shall be authorized, empowered and directed in the name and on behalf of the Company, and under its seal, where desired, to execute, attest, and deliver all contracts, conveyances, bills of sale, assignments, transfers, agreements, letters, notices, certificates, receipts, consents, releases and other instruments and documents deemed by the Authorized Officer of the Company to be proper in carrying out the Plan and to do any and all such acts, deeds and things as the Authorized Officer may deem necessary or appropriate to consummate any sale of any assets of the Company, or to effectuate or carry out the Plan or to effect the dissolution of the Company.


WITNESSES:

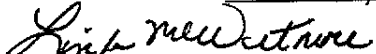

Print Name: William F. Scott Foster

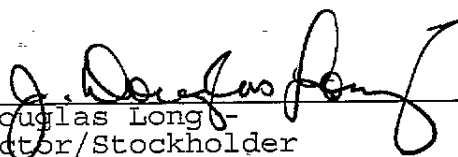

Print Name: Linda M. Wetmore

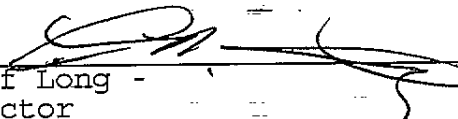

Print Name: William F. Scott Foster

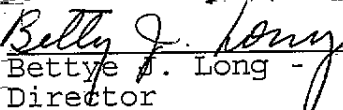

Print Name: Linda M. Wetmore


Print Name: William F. Scott Foster


Print Name: Linda M. Wetmore


J. Douglas Long -
Director/Stockholder


Cliff Long -
Director


Bettye J. Long -
Director