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DIVISION OF CORPORATIONS

**DISSOLUTION**

**HOOTON (IMMOKALEE), INC.**

Certificate of Status	1
Certified Copy	1
Page Count	03
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**HOOTON (IMMOKALEE), INC.**

**ARTICLES OF DISSOLUTION**

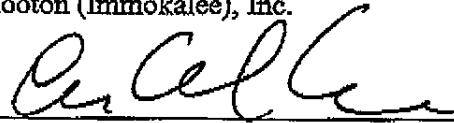
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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403 of the Florida Business Corporation Act, this Florida profit corporation submits the following articles of dissolution:

1. The name of the corporation is Hooton (Immokalee), Inc. (the "Corporation").
2. The directors and the sole shareholder of the Corporation have authorized the dissolution of the Corporation pursuant to a Unanimous Written Consent of the Board of Directors and Sole Shareholder dated as of June 5, 2001.
3. Such written consent is sufficient to authorize the dissolution of the Corporation under the Corporation's Articles of Incorporation and Bylaws, and the provisions of the Florida Business Corporation Act.
4. The Corporation shall be dissolved upon the filing of these Articles of Dissolution with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed as of this 5<sup>th</sup> day of June, 2001.

Hooton (Immokalee), Inc.



By: Luis A. de Armas  
Title: Secretary

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**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
AND SOLE SHAREHOLDER OF  
HOOTON (IMMOKALEE), INC.**

The undersigned, being all the Directors and the sole Shareholder of Hooton (Immokalee), Inc., a Florida corporation (the "Corporation"), hereby adopt the following recitals and resolutions:

WHEREAS, the Directors of the Corporation deem it advisable and in the best interest of the Corporation and its Shareholder that the Corporation be completely liquidated and dissolved in accordance with the Florida Business Corporation Act ("FBCA") and the Internal Revenue Code of 1986, as amended;

WHEREAS, the Directors find that it is advisable to adopt the Plan of Dissolution and Complete Liquidation (the "Plan"), a copy of which is attached hereto, and

WHEREAS, the Shareholder of the Corporation deems it advisable and in the best interest of the Corporation that the Corporation be completely liquidated and dissolved in accordance with the FBCA and the Internal Revenue Code of 1986, as amended, and pursuant to the Plan presented to it by the Directors of the Corporation;

WHEREAS, pursuant to Section 607.1406(10) of the FBCA, the Directors, after due inquiry, have determined that the liabilities of the Corporation, including all contingent, conditional, or unmatured claims known to the Corporation, have been fully paid or provided for and that the Corporation has no other liabilities;

IT IS THEREFORE RESOLVED, that the Corporation be liquidated and dissolved in accordance with the FBCA and the Internal Revenue Code of 1986, as amended, and pursuant to the Plan.

IT IS FURTHER RESOLVED, that the Corporation has paid in full or made provision to pay all claims and obligations, including all contingent, conditional, or unmatured claims known to the Corporation and that the Corporation has no other liabilities.

IT IS FURTHER RESOLVED, that the Corporation has fully complied with the requirements of 607.1406(10) of the FBCA.

IT IS FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to execute and file all instruments, documents, papers, tax returns and reports, and to do any and all other things, and take any and all other actions that they may deem appropriate or necessary in order to carry out the purposes and intent of these resolutions and the Plan.

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This consent may be signed in counterparts, each of which will be considered an original and all of which shall constitute the same document.

Effective as of June 5, 2001.

SOLE SHAREHOLDER:

AM-USA HOLDINGS, INC.




By: W. Noel Briggs

Title: PRESIDENT

DIRECTORS:

  
W. Noel Briggs

  
Luis A. de Armas

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