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F95000000503 Our file no. 2585.001

Edward G. Bernstein
Of Counsel

March 7, 2001

VIA CERTIFIED MAIL-RRR

Division of Corporations
Uniform Business Report Filings
P.O. Box 1500
Tallahassee, FL 32302-1500

800003856548--9
--03/16/01--01030--014
*****43.75 *****43.75

Re: Taylor Fresh Foods, Inc.

Dear Madam or Sir:

Enclosed, please find the following documents with regard to the above referenced:

1. An original and one copy of the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct affairs in Florida; and
2. Check in the amount of \$43.75 for the filing fee and certified copy fee.

Please file the original, conform the copy and return the conformed copy to this office in the enclosed envelope.

Thank you for your courtesy and cooperation in this matter.

Sincerely,
LOMBARDO & GILLES, PLC

Cheryl Ogden
Cheryl Ogden
Corporate Law Clerk

CSO

Encls.

cc: Taylor Fresh Foods, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR 16 AM 11:07

Withdrawal
NFT 3-19-2001

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Taylor Fresh Foods, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of it registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

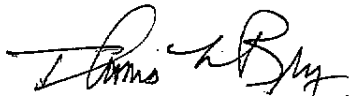
911-C Blanco Circle

(Mailing Address)

Salinas, CA 93901

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature of the chairman or vice chairman of the board,
President, or any officer

Treasurer

Title

Thomas Bryan

Typed or printed name

02/16/01

Date

FILED
DEPT. OF STATE
DIVISION OF CORPORATIONS
01 MAR 16 AM 11:07