



PAKHOED CORPORATION

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Houston, Texas 77027-3597
(713) 623-0000
FAX: (713) 623-4486

FILED
97 JUL -7 AM 9:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 2, 1997

CERTIFIED MAIL NO. P 551092686
RETURN RECEIPT REQUESTED

Secretary of State
State of Florida, Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Dissolution of Fertrans, Inc.

400002231944--2
-07/07/97--01162--002
*****35.00 *****35.00

Dear Sir or Madam:

Please find enclosed the original and one copy of the above Articles of Dissolution for filing in the Secretary of State records. A check, in the amount of \$35.00 and payable to "Secretary of State, State of Florida," is enclosed in payment of the State filing fee.

Please return one copy of the Articles of Dissolution, file stamped along with the Certificate of Dissolution in the enclosed, self-addressed, postage paid envelope.

Please feel free to contact me if you have any questions or I can provide additional information.

Very truly yours,

Paige Bailey Doss

Paige Bailey Doss
Corporate Counsel

PBD/rmm
Enclosures

V8 JUL 14 1997

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**ARTICLES OF DISSOLUTION
OF
FERTRANS, INC.**

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Pursuant to Florida corporate law, Fertrans, Inc. adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Fertrans, Inc.
2. The dissolution was authorized on June 30, 1997.
3. The dissolution was authorized by all of the shareholders of the corporation entitled to vote on dissolution.
4. The names and addresses of the corporation directors and officers are:

Roy E. Wansik, Chairman, President, and Director
2000 West Loop South, Suite 2200
Houston, Texas 77027

Jean S. Warren, Secretary
2000 West Loop South, Suite 2200
Houston, Texas 77027

Gary Hanson, Treasurer
2000 West Loop South, Suite 2200
Houston, Texas 77027

Marvin C. Williams, Vice President
4942 Port Sutton Road
Tampa, Florida 33619

5. All debts, obligations, and liabilities of the corporation have been paid and discharged and/or adequate provision has been made therefore.
6. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with the respective rights and interests.
7. There are no lawsuits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order, or decree which may be entered against it.

DATED: June 30, 1997

FERTRANS, INC.

ATTEST: Jean S. Warren
Jean S. Warren, Secretary

BY: Roy E. Wansik
Roy E. Wansik, Chairman