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G 83015

January 6, 1997

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

800002052838--8
-01/09/97--01081--013
*****87.50 *****87.50

Re: Ambrosia Foods Corp.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Dissolution for the above referenced corporation, together with a check in the amount of \$87.50 payable to the Secretary of State. Please file the Articles and forward a certified copy to the undersigned in the enclosed envelope.

Very truly yours,



Vincent J. Profaci

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

VJP:dw

Enclosures

c: Paul Manolakos

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Cert Copy
1-8-97

Post Office Box 1178, Winter Park, Florida 32790-1178
631 U.S. Highway 1, Suite 306, North Palm Beach, Florida 33408

ARTICLES OF DISSOLUTION OF AMBROSIA FOODS CORP.

Ambrosia Foods Corp., a Florida corporation ("the Corporation"), by and through the undersigned, its President and sole director, adopts these Articles of Dissolution, and states as follows:

ARTICLE ONE

The name of the Corporation is Ambrosia Foods Corp.

ARTICLE TWO

Dissolution of the Corporation was authorized on December 30, 1996.

ARTICLE THREE

Dissolution was approved by the shareholders of the Corporation, and the number of votes cast for dissolution was sufficient for approval of these Articles. Voting by voting groups was not required.

ARTICLE FOUR

The Corporation shall be dissolved effective December 30, 1996.

Dated this 30th day of December, 1996.



PAUL MANOLAKOS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED