

H48179

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TELEPHONE: (941) 434-0064

April 6, 1998

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

800002485168--7
-04/10/98--01073--018
*****35.00 *****35.00

Re: Articles of Dissolution of Fischer Young Plants, Inc.
Our File No. 613.001

Dear Sirs:

Enclosed please find the original Articles of Dissolution of Fischer Young Plants, Inc.
Please accept the same for filing as you deem appropriate.

If you have any questions or comments, please do not hesitate to call us at (305) 377-3561.

Very truly yours,


Claudio Riedi, Esq.

CR/hb
encl.

FILED
98 MAY 15 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution

Joe 5/18



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1998

CLAUDIO RIEDI, ESQ.
BAUR, WOODBRIDGE, REUS & KLEIN, P.A.
100 N. BISCAYNE BLVD., 21ST FLOOR
MIAMI, FL 33132-2306

SUBJECT: FISCHER YOUNG PLANTS, INC.
Ref. Number: H48179

We have received your document for FISCHER YOUNG PLANTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the shareholders consent, referred to in your document.

The document must state the date the dissolution was authorized.

The document must have original signatures. _____

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 098A00020138

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May 13, 1998

Teresa Brown
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

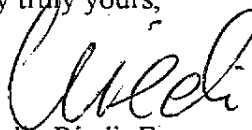
Re: Fischer Young Plants, Inc.
Our File No. 613.001

Dear Ms. Brown:

Thank you for your letter dated April 15, 1998. In response to your letter, I am including the Shareholder's Consent you requested. The Articles of Dissolution were amended to provide for the date the dissolution was authorized and were re-executed with original signatures.

Please feel free to contact me if you need any additional information or documents.

Very truly yours,


Claudio Riedi, Esq.

CR/hb
encl.

ARTICLES OF DISSOLUTION
OF FISCHER YOUNG PLANTS, INC.
PURSUANT TO SECTION 607.1403 OF THE FLORIDA STATUTES

FILED
98 MAY 15 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, Florida

Date Paid _____
Filing Fee: \$ 35.00

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, the undersigned corporation ("Corporation") adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the corporation is FISCHER YOUNG PLANTS, INC. The Articles of Incorporation of the Corporation were filed on March 21, 1985.

2. The dissolution was authorized on December 18, 1997 pursuant to the attached written consent of the sole shareholder. The shareholder's approval to the dissolution of the Corporation was unanimous. Accordingly, the number cast for dissolution was sufficient for approval.

3. The names and addresses of the director and of the officer of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Michael Unkelbach	Director	Schulstrasse 2 40213 Düsseldorf Federal Rep. of Germany 7057 Indian Peaks Trail Boulder, Colorado 80301
Karl-Heinz Trellinger	President	

4. Adequate provision has been made for the payment of all of the liabilities and obligations of the Corporation.

5. All the property and assets of the Corporation remaining after the payment of all debts, obligations, and liabilities of the corporation, will be distributed to its shareholder in accordance with its rights and interests.

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

Dated 5/7 1998.

FISCHER YOUNG PLANTS, INC.:

By: _____

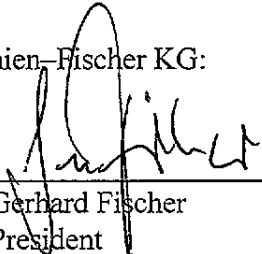
Karl-Heinz TRELLINGER, President

UNANIMOUS WRITTEN CONSENT OF
SHAREHOLDER TO VOLUNTARY DISSOLUTION OF
FISCHER YOUNG PLANTS, INC., A FLORIDA CORPORATION

Pursuant to the provisions of Section 607.1402(6) of the Florida Business Corporation Act, the undersigned, being the sole shareholder of Fischer Young Plants, Inc., a Florida corporation (the "Corporation"), acting in accordance with Section 607.0704 of said Act, does hereby consent to the voluntary dissolution of the Corporation and does authorize and direct the President of the Corporation to take all steps necessary or appropriate to carry out the intent of this resolution, including but not limited to the withdrawal from all jurisdictions in which it is qualified to do business.

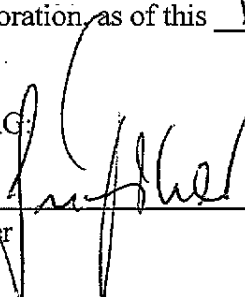
As evidence of assent to the above, the undersigned stockholder has caused its name to be signed and the signing to be dated opposite the number of shares of the corporation held by it of record on such date.

<u>Signature:</u>	<u>Date</u>	<u>No. of Shares</u>
Pelargonien-Fischer KG:	12/15/97	1,000


By: 
Gerhard Fischer
President

Executed by the undersigned as sole Shareholder of the Corporation, as of this 18 day of December, 1997.

Pelargonien-Fischer KG:

By: 
Gerhard Fischer
President

The undersigned, Secretary of the Corporation, hereby certifies that the foregoing Unanimous Written Consent has not been revoked, canceled, annulled or amended in any manner and is in full force and effect on the date hereof.


Thomas Baur, Secretary

[Corporate Seal]

Dissolution Consent Fischer 12/16/97