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September 10, 1998

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

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-09/14/98--01118--001
*****35.00 *****35.00

To whom it may concern:

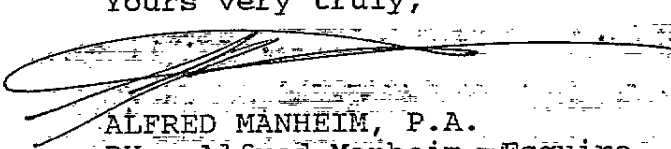
Enclosed you will find an original and duplicate original of the Articles of Dissolution and the Minutes of Special Meeting of Shareholders of:

PREMIUM PET FOODS, INC.

The filing fee for dissolution of a corporation in the amount of \$35.00 has been enclosed together with a stamped envelope for the return of the duplicate original verifying that it was filed.

Your cooperation in this matter is sincerely appreciated.

Yours very truly,


ALFRED MANHEIM, P.A.

BY: Alfred Manheim, Esquire

AM/km

Enclosures

secstate.ltr

FILED
98 SEP 14 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Diss.

9-21-98
CC

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this corporation submits the following articles of dissolution:

FILED
98 SEP 14 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is **PREMIUM PET FOODS, INC.**

SECOND: The articles of incorporation were filed on March 24, 1986.

THIRD: No debt of the corporation remains unpaid.


FOURTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders.

FIFTH: Adoption of Dissolution.

A majority of the directors authorized the dissolution.

SIXTH: These articles of dissolution shall be effective as of August 31, 1998.

SIGNED this 31 day of August, 1998.



PREMIUM PET FOODS, INC.
BY: THOMAS FRANK TIPTON, JR.
PRESIDENT and DIRECTOR

**MINUTES OF SPECIAL MEETING
OF SHAREHOLDERS OF
PREMIUM PET FOODS, INC.
(DISSOLUTION)
(FS 607.1402)**

The special meeting of the shareholders of **PREMIUM PET FOODS, INC.** was held at the offices of the corporation on August 31, 1998.

Present were:

**THOMAS FRANK TIPTON, JR.
ALFRED MANHEIM, ESQUIRE**

THOMAS FRANK TIPTON, JR. is the sole shareholder of the corporation.

THOMAS FRANK TIPTON, JR., the President, presided as Chairman of the meeting, and ALFRED MANHEIM, ESQUIRE acted as the secretary of the meeting.

The Chairman called the meeting to order and stated that a quorum of shareholders was present for the conduct of the business before the meeting. The Secretary thereupon presented and read the Waiver of Notice which was ordered to be made a part of the minutes of this meeting.

The Chairman then said that as sole stockholder and director he recommended dissolution of the corporation.

There upon motion being duly made, seconded and carried by the required majority, it was

RESOLVED, as follows

1. That the corporation be dissolved.
2. That the President and Secretary be and they hereby are authorized and directed to execute Articles of Dissolution and to have them delivered to the Department of State for filing.

3. That the officers of the corporation be and they hereby are authorized and directed to take such actions as are necessary to complete the dissolution of the corporation.

There being no further business, the meeting was adjourned.



SECRETARY

ALFRED MANHEIM, ESQUIRE



CHAIRMAN

THOMAS FRANK TIPTON, JR.