

LAW OFFICES
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J23737

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September 30, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

RE: Articles of Dissolution

Dear Madam or Sir:

Enclosed are 2 originals of the Articles of Dissolution for each of the following corporations:

1. P.C. Foods of Sebastian, Inc.
2. P.C. Foods of Okeechobee, Inc.
3. P.C. Foods of Jensen Beach, Inc.
4. Poinciana Corp.

Also enclosed is a check in the amount of \$175.00 for filing fees and certified copies of each Articles of Dissolution for each corporation. Please return certified copies at the above address.

If you have any questions, or if further information is needed please do not hesitate to contact me.

Very truly yours,

RICHARD J. LEE, P.A.

By: 

RJL:gz
Enclosures
L/113210.088

FILED
99 OCT - 1 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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-10/01/99-01058-002
****175.00 *****43.75

ARTICLES OF DISSOLUTION
OF
P.C. FOODS OF SEBASTIAN, INC..

FILED
99 OCT -1 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the President and Secretary of P.C. FOODS OF SEBASTIAN, INC. (hereinafter referred to as the "Corporation"), which has heretofore been organized under the laws of the State of Florida, do hereby, for the purpose of complying with Section 607.1402 Florida Statutes, execute these Articles of Dissolution and attach hereto as Exhibit "A" a copy of the Plan of Liquidation and Dissolution.

WITNESSESETH:

1. NAME OF CORPORATION

P.C. FOODS OF SEBASTIAN, INC.

2. DATE DISSOLUTION WAS AUTHORIZED - SEPTEMBER 8, 1999

Dissolution was authorized by unanimous vote of shareholders on September 8, 1999 pursuant to a proposal to dissolve the Corporation by the Board of Directors on August 17, 1999. The unanimous vote by the shareholders to dissolve the Corporation was sufficient for approval.

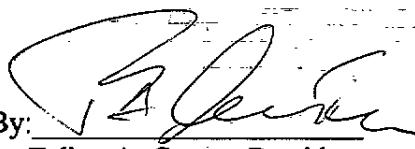
3. EFFECTIVE DATE OF DISSOLUTION - SEPTEMBER 30, 1999

The effective date of these Articles of Dissolution shall be September 30, 1999.

4. All liabilities and obligations of the Corporation have been paid or discharged or adequate provision has been made therefor.

5 All remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the Corporation in any court or adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending action.

By: 
Felipe A. Custer, President

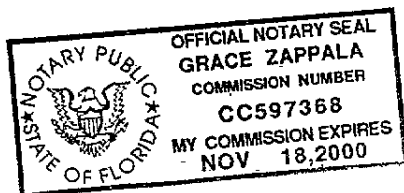
By: 
Regina Florez, Secretary

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 30 day of Sept, 1999 by FELIPE A. CUSTER, REGINA FLOREZ of P.C. Foods of SEBASTIAN, INC.


Notary Public

My commission expires:



CA115501.08