

HAHN, McCLURG, WATSON, GRIFFITH & BUSH, P.A.

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November 23, 1999

Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

200003055242--4  
-11/23/99--01103--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

In re: Northland Cattle Corporation

Gentlemen:

Enclosed herein please find original and copy of Articles of Dissolution and Unanimous Written Consent of Shareholders to Voluntary Dissolution of a Florida Corporation with reference to captioned corporation.

Check in the sum of \$35 is also enclosed representing your filing fee for same.

After filing the original, please confirm the enclosed copy and return to the undersigned.

Thank you.

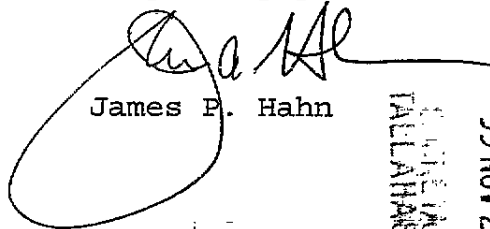
Very truly yours,

James P. Hahn

/h

Enclosure

Diss  
12-8-99  
JMS



CLERK OF STATE  
TALLAHASSEE, FLORIDA

99 NOV 29 AM 11:18

FILED

FILED

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ARTICLES OF DISSOLUTION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.267 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is NORTHLAND CATTLE CORPORATION.

2. The names and addresses of the officers of the corporation are as follows:

NAME	OFFICE	ADDRESS
CARL C. WARNOCK, SR.	President	310 E. Memorial Boulevard Lakeland, FL 33801
CARL C. WARNOCK, JR.	V-President	310 E. Memorial Boulevard Lakeland, FL 33801
B. R. HAMILTON	Treasurer	310 E. Memorial Boulevard Lakeland, FL 33801

3. The name and address of the directors of the corporation are as follows:

NAME	ADDRESS
CARL C. WARNOCK, SR.	310 E. Memorial Boulevard Lakeland, FL 33801
CARL C. WARNOCK, JR.	310 E. Memorial Boulevard Lakeland, FL 33801
B. R. HAMILTON	310 E. Memorial Boulevard Lakeland, FL 33801

4. All liabilities and obligations of the corporation have been paid or discharged.

5. All the property and assets of the corporation remaining after the payment of all debts, obligations and liabilities 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.

7. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by the shareholders of the corporation or signed in their name by their attorney thereunto duly authorized. A copy of such written consent is attached to these Articles.

DATED November 22, 1999.

NORTHLAND CATTLE CORPORATION

BY: Carl C. Warnock, Sr.  
Carl C. Warnock, Sr. - President

Carl C. Warnock, Jr.  
Carl C. Warnock, Jr. - ~~President~~

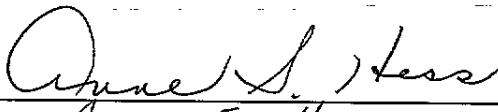
B. R. Hamilton  
B. R. Hamilton - Treasurer

STATE OF FLORIDA)

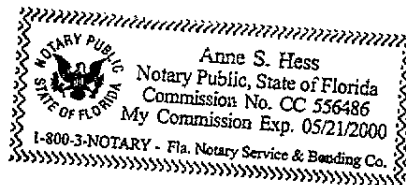
COUNTY OF POLK )

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared CARL C. WARNOCK, SR., President; CARL C. WARNOCK, JR., V-PRESIDENT and B. R. HAMILTON, Treasurer of NORTHLAND CATTLE CORPORATION, known to me and known by me to be the persons who executed the foregoing, and they acknowledged before me that they executed the same on behalf of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 22nd day of November, 1999.

  
\_\_\_\_\_  
Anne S. Hess  
Notary Public, State of Florida  
at Large


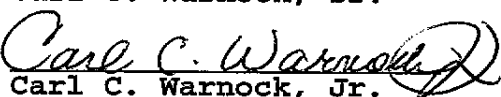
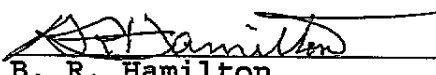
My commission expires:



UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS  
TO VOLUNTARY DISSOLUTION OF A FLORIDA CORPORATION

The undersigned, being the shareholders of NORTHLAND CATTLE CORPORATION, a Florida corporation, do hereby consent to the voluntary dissolution of such corporation and do authorize and direct the appropriate officers of the corporation to take all steps necessary or appropriate to carry out the intent of this resolution.

In assent to the above, the undersigned stockholders have signed their names and dated the signing opposite the number of shares of the corporation held by them of record on such date.

SIGNATURE	DATE	NO. OF SHARES
 Carl C. Warnock, Sr.	November <u>22</u> , 1999	33-1/3
 Carl C. Warnock, Jr.	November <u>22</u> , 1999	33-1/3
 B. R. Hamilton	November <u>22</u> , 1999	33-1/3