

J72010  
*Zellwin Farms Company*

P. O. Box 188  
Zellwood, Florida 32798  
Telephone (407) 886-1891

September 18, 2000

Secretary of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32399

Re: ZELLWOOD CARROT PRODUCTS, INC.

300003436003--9  
-10/24/00--01006--014  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Sir/ Madam:

Enclosed for filing please find a Certificate of Dissolution for Zellwood Carrot Products, Inc. with Stockholders' Consent to a Plan of Complete Liquidation with attached corporate resolution and Agreement and Plan of Liquidation and Dissolution along with our check in the amount of \$43.75; \$35.00 to cover the filing fee and \$8.75 to cover the certified copy fee.

An additional copy of all of the above is also enclosed. After the documents have been filed, please return a certified copy to Zellwin Farms Company for our records.

If you have any questions, please do not hesitate to contact me.

Sincerely,

*James M. Staley*

James M. Staley  
Treasurer

FILED  
00 OCT 23 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Certificate of Dissolution

ZELLWOOD CARROT PRODUCTS, INC.

Stockholders' Consent to a Plan of Complete Liquidation

FILED  
00 OCT 23 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the sole stockholder of Zellwood Carrot Products, Inc., a corporation created and existing under and by virtue of the laws of the State of Florida, deeming it advisable and mostly for the interests of said corporation that the same should forthwith be dissolved, hereby consents to the dissolution of said corporation, as provided for by the Corporation Law of the State of Florida, and does sign this consent to the end that it may be filed in the office of the Secretary of State of Florida, as provided by law.

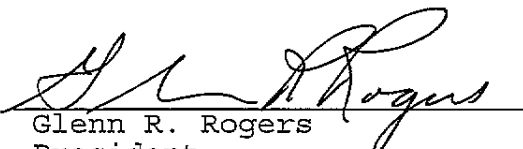
STOCKHOLDER

NUMBER OF SHARES

Zellwin Farms Company

500

By:

  
Glenn R. Rogers  
President

Certificate of President and Secretary to  
List of Names and Residence Addresses of  
Directors and Officers

WE, the President and Secretary of  
Zellwood Carrot Products, Inc., in accordance with the  
requirements of Corporation Law of the State of Florida and in  
order to obtain the dissolution of said corporation, as provided by  
said Law, DO HEREBY CERTIFY AS FOLLOWS:

The principal office of Zellwood Carrot Products, Inc. in the  
State of Florida is at 6161 West Jones Avenue; City of Zellwood, in  
the County of Orange, and the agent in charge thereof, upon whom  
process against this corporation may be served at said address, is  
James D. O'Donnell, Esquire, O'Donnell & Grosse, 1648 Osceola  
Street, Jacksonville, Florida 32204.

The dissolution of said Zellwood Carrot Products, Inc.  
has been duly authorized in accordance with the provisions of the  
corporation law of the State of Florida.

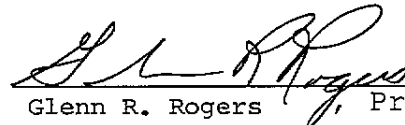
The following is a list of the names and residence addresses  
of the directors of the said corporation:

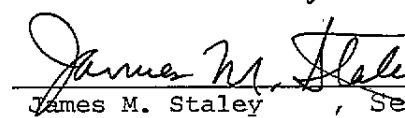
<u>NAME</u>	<u>RESIDENCE</u>
Glenn R. Rogers, President	2245 Morningside Drive, Mt. Dora, FL 32757
Margaret C. Jorgensen, VP	1750 Sussex Drive, Mt. Dora, FL 32757
Charles W. Kennedy, VP	1111 Avalon Way, Mt. Dora, FL 32757
Thomas L. Youngs, VP	1450 Raintree Lane, Mt. Dora, FL 32757
James M. Staley, Sec/ Tres	2101 Overlook Drive, Mt. Dora, FL 32757

The following is a list of the names and residence addresses of the officers of the corporation:

NAME

RESIDENCE

  
Glenn R. Rogers, President


  
James M. Staley, Secretary

STATE OF FLORIDA       )  
                              :SS.:  
COUNTY OF ORANGE     )

BE IT REMEMBERED, that on this 20th day of September, 2000, personally came before me, a Notary Public of the County and State aforesaid, Glenn R. Rogers, President, and James M. Staley, Secretary of Zellwood Carrot Products, Inc., a corporation of the State of Florida, the corporation described in the foregoing certificate, known to me personally to be such, and they the said Glenn R. Rogers as such President and James M. Staley as such Secretary duly executed such certificate before me and acknowledged the said certificate to be their act and deed and the act and deed of said corporation, that the signature of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President of said corporation and the Secretary of said corporation respectively, and that the seal affixed to said certificate is the common, or corporate, seal of said corporation; that the attached and foregoing list of directors and officers with their addresses is true and correct; that the attached consent of stockholders has

been signed, in person, by the sole stockholder of the corporation entitled to vote.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

  
Notary Public

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Delores B. Miller  
MY COMMISSION # CG655381 EXPIRES  
September 17, 2001  
BONDED THRU TROY FAJN INSURANCE, INC.

MINUTES OF SPECIAL JOINT MEETING OF  
THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER OF  
ZELLWOOD CARROT PRODUCTS, INC.

A meeting of the Board of Directors of Zellwood Carrot Products, Inc. was held at 10:00 A.M. in the office of the company at Zellwood, Florida on September 20, 2000. The following Directors were present:

Glenn R. Rogers  
Margaret C. Jorgensen  
Charles W. Kennedy

Thomas L. Youngs  
James M. Staley

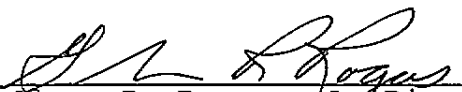
Glenn R. Rogers was also present as the President of Zellwin Farms Company, which is the sole shareholder of Zellwood Carrot Products, Inc.

The Directors thereupon executed the following Waiver of Notice.

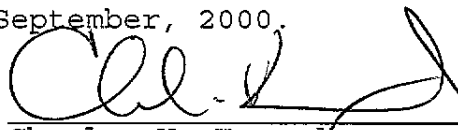
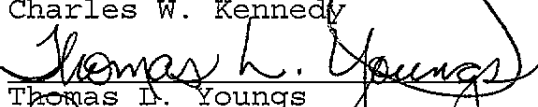

WAIVER OF NOTICE

We the undersigned members of the Board of Directors of Zellwood Carrot Products, Inc., a corporation, being all of the Directors of said corporation, hereby waive all notice as to the time, place and purpose of a Special Meeting of said Board to be held at the office of the company in Zellwood, Florida at 10:00 A.M. of September 20, 2000 and consent to the transaction thereat of any business that may be properly presented.

Witness our hands this 20<sup>th</sup> day of September, 2000.

  
Glenn R. Rogers, As Director  
and President of Sole Share-  
holder

  
Margaret C. Jorgensen

  
Charles W. Kennedy  
  
Thomas L. Youngs  
  
James M. Staley

Glenn R. Rogers, the President, presided at the meeting, and James M. Staley acted as Secretary of the meeting.

Glenn R. Rogers, the President, presided at the meeting and James M. Staley acted as Secretary of the meeting.

Mr. Rogers stated that the purpose of the meeting was to consider the formal dissolution of Zellwood Carrot Products, Inc. effective immediately. Mr. Rogers explained that Zellwood Carrot Products, Inc. had completed the business that it was formed for and to avoid any unnecessary costs, including those associated with the filing of an annual report, it would be in the best interests of Zellwood Carrot Products, Inc. and its sole shareholder, Zellwin Farms Company, to formally dissolve Zellwood Carrot Products, Inc.

After discussion, the following resolution was made, seconded and unanimously adopted:

RESOLVED, that in the judgement of the Board of Directors of the Corporation, it is deemed advisable and for benefit of the Corporation that it should be formally dissolved;

RESOLVED, that a plan of liquidation (in the form attached hereto as Exhibit "A") be, and it hereby is, formulated to effect such liquidation and formal dissolution in accordance with the following resolutions;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any or all of the tangible assets of the Corporation, which in their judgement should be so sold or liquidated to facilitate the liquidation of the Corporation;

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized and directed to file a Certificate of Dissolution signed by the sole stockholder of Zellwood Carrot Products, Inc. with the Secretary of State of the State of Florida;

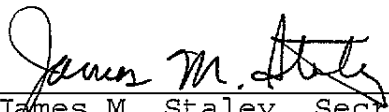
RESOLVED, that, after providing for all the proper debts of the Corporation, the remaining assets of the Corporation, including cash and furniture and fixtures, be distributed to the sole stockholder of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the

Corporation and distribution of all its assets be commenced immediately, and that its subsequent formal dissolution and the distribution of all its assets be completed immediately; and

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem necessary of proper in order to carry out the liquidation and formal dissolution of the Corporation and fully to effectuate the purposes of the foregoing resolutions.

There being no further business to come before the meeting, it was adjourned.

  
James M. Staley, Secretary

Approved:

  
Glenn R. Rogers, President

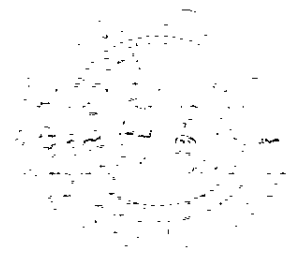




EXHIBIT "A"

AGREEMENT AND PLAN OF LIQUIDATION

AGREEMENT AND PLAN OF LIQUIDATION made this 20th day of September, 2000, between Zellwin Farms Company, a Florida corporation, (hereinafter called the Shareholder), and Zellwood Carrot Products, Inc a Florida corporation (hereinafter called the Corporation).

WHEREAS, the Shareholder owns 500 shares of capital stock of the Corporation, which shares constitute all of the issued and outstanding capital stock of the Corporation; and

WHEREAS, the Shareholder wishes to approve, authorize and consent to the voluntary formal dissolution of the Corporation in accordance with the General Corporation Law of the State of Florida;

NOW, THEREFORE, the parties hereto hereby agree as follows:


1. The Shareholder approves, authorizes and consents to the voluntary formal dissolution of the Corporation, such dissolution to be effected immediately, and in accordance with the plan of liquidation set forth in this Agreement.
2. The Shareholder hereby authorizes the officers of the Corporation to file a Consent of Stockholder to Dissolution with the Secretary of State of the State of Florida.
3. The Shareholder hereby resolves that after payment of the Corporation's debts, or provision is made therefor, the officers of the Corporation shall distribute all of the remaining property of the Corporation in complete cancellation or redemption of all of its issued and outstanding capital stock, such distribution to be made as promptly as practicable.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed by their respective duly authorized officers as of the day and year first above written.

ZELLWIN FARMS COMPANY

By   
Glenn R. Rogers, President

ZELLWOOD CARROT PRODUCTS, INC.

By   
Glenn R. Rogers, President