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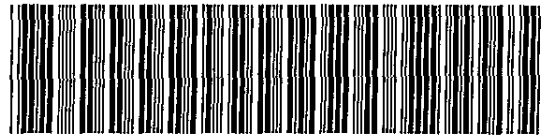
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DIVISION OF CORPORATIONS  
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LAW OFFICES OF  
GOULD, COOKSEY, FENNELL,  
O'NEILL, MARINE, CARTER & HAFNER, P.A.

JOHN R. GOULD (1921-1988)  
BYRON T. COOKSEY  
DARRELL FENNELL  
EUGENE J. O'NEILL\*  
CHRISTOPHER H. MARINE  
DAVID M. CARTER

979 BEACHLAND BOULEVARD  
VERO BEACH, FLORIDA 32963  
TELEPHONE (561) 231-1100  
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TROY B. HAFNER, LL.M.\*\*  
SUSAN L. CHENAULT  
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SANDRA RENNICK  
OF COUNSEL  
SAMUEL A. BLOCK

\*FL BOARD CERTIFIED  
CIVIL TRIAL AND  
BUSINESS LITIGATION

\*\*FL BOARD CERTIFIED  
ESTATES AND TRUSTS

December 26, 2002

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

RE: Golden River Growers, Inc.

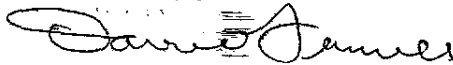
Gentlemen:

Enclosed please find an original and one copy of Articles of Dissolution for Golden River Growers, Inc., a Florida corporation. Also enclosed is our check in the amount of \$43.75 representing payment of the following:

\$35.00 filing fee  
8.75 certified copy  
\$43.75

After filing, please return to me one certified copy of the articles. Thank you.

Sincerely yours,



Darrell Fennell

DF/pp  
Encs.  
Cc: George S. Lambeth, Jr.

ARTICLES OF DISSOLUTION

The undersigned corporate officer, pursuant to Florida Statute, Chapter 607.1402, hereby and herewith submits these Articles of Dissolution for the following named Florida corporation:

1. The name of the corporation is GOLDEN RIVER GROWERS, INC.
2. That pursuant to Action by Written Consent of Shareholders and Directors effective on December 26, 2002, a resolution to dissolve Golden River Growers, Inc. was unanimously adopted by all of the shareholders and by all of the directors which vote was sufficient for approval.
3. That attached hereto is a copy of the Written Consent of Shareholders and Directors of Golden River Growers, Inc. which consents to the dissolution of the corporation.

Dated this 26 day of December, 2002.

GOLDEN RIVER GROWERS, INC.,  
a Florida corporation

By George S. Lambeth, Jr.  
George S. Lambeth, Jr.  
President

Attest: Judith Jenkins  
Judith Jenkins  
Secretary

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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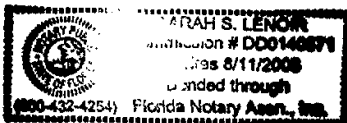
STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared George S. Lambeth, Jr. and Judith Jenkins, well known to me to be the president and secretary, respectively, of Golden River Growers, Inc., a Florida corporation, that they are personally known to me and executed same freely and voluntarily under authority duly vested in them by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 26 day of December, 2002.

(SEAL)

Barbara S. Lenoir  
Notary Public  
State of Florida  
My commission expires: 8/11/2006



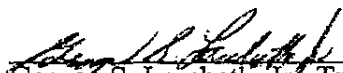
**WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS  
OF GOLDEN RIVER GROWERS, INC. TO  
VOLUNTARY DISSOLVE CORPORATION  
PURSUANT TO FS 607.1402**

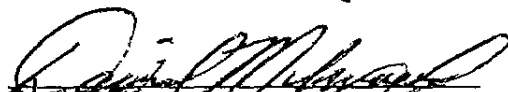
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The undersigned, being all of the shareholders and directors of Golden River Growers, Inc., do hereby consent to the dissolution of Golden River Growers, Inc., a Florida corporation, under the provisions of Section 607.1402, Florida Statutes, pursuant to the plan of dissolution previously adopted by the corporation on December 26, 2002, and do hereby affirm that the vote approving dissolution was sufficient and unanimous.

Dated this 26 day of December, 2002.


**SHAREHOLDERS:**


  
George S. Lambeth, Jr., Trustee of the  
George S. Lambeth, Jr. Trust

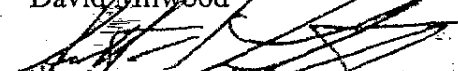
  
David Milwood

  
Scott W. Lambeth

**DIRECTORS:**

  
George S. Lambeth, Jr.

  
David Milwood

  
Scott W. Lambeth