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Requester's Name

D. Van Pelt
Honey Bear Health Foods, Inc.
PO Box 786
Nokomis, FL 34274-0786

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-02/14/02--01046--005
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED STATE
SECRETARY OF CORPORATIONS
02 FEB 14 PM 1:20

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

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V SHEPARD FEB 18 2002

Examiner's Initials

ARTICLES OF DISSOLUTION
OF
HONEY BEAR HEALTH FOODS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 14 PM 1:20

Pursuant to the provisions of Section 607.1403 of the Florida States, these Articles of Dissolution provide that:

ARTICLE I - NAME

The name of the corporation is HONEY BEAR HEALTH FOODS, INC. (the "Corporation").

ARTICLE II - DATE DISSOLUTION AUTHORIZED

The dissolution was authorized by the Corporation's shareholders on December 31, 2001.

ARTICLE III - SHAREHOLDER APPROVAL

The dissolution was approved by a majority of the Corporation's shareholders, which is sufficient for dissolution of the Corporation.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officer on December 31, 2001.

HONEY BEAR HEALTH FOODS, INC.

By: Deborah L. Van Pelt
Deborah L. Van Pelt, President

HONEY BEAR HEALTH FOODS, INC.

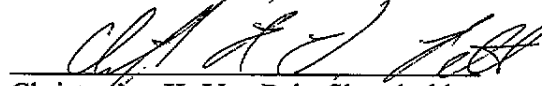
**Consent of Shareholders
in Lieu of Meeting**

The undersigned, being all of the shareholders of Honey Bear Health Foods, Inc., a Florida corporation (the "Corporation"), consent to and adopt the following resolutions, effective on the date set forth below:

1. **RESOLVED**, that the President of the Corporation is authorized and directed to prepare and file Articles of Dissolution for Honey Bear Health Foods, Inc. with the Florida Secretary of State in Tallahassee, Florida.
2. **FURTHER RESOLVED**, That the President and Secretary be and they hereby are authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolution.
3. As required by Florida Statutes Section 607.0704(1), the Shareholders will cause this written consent to be delivered to the Corporation's secretary within sixty (60) days after the date set forth below.

DATED: December 31, 2001


Deborah L. Van Pelt, Shareholder


Christopher K. Van Pelt, Shareholder