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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 29, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32301

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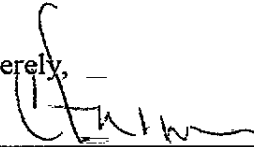
RE: CHESTNUT HILL ORCHARDS, INC.

Gentlemen:

Please find the original and one (1) copy of the Articles of Dissolution for the above-referenced corporation, as well as our check in the amount of \$87.50 representing \$35.00 for filing fees and \$52.50 for a certified copy of same.

After filing the original Articles of Dissolution, please certify the enclosed copy and return same to this office. Please advise should you require further information.

Sincerely, —



Carrie Fagan, Legal Assistant
to Bruce Brashear, Esq.

VS JAN 8 1998

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ARTICLES OF DISSOLUTION
OF
CHESTNUT HILL ORCHARDS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 FLA. STAT. (1995), the undersigned corporation hereby adopts the following Articles of Dissolution.

- Article I: The name of the Corporation is CHESTNUT HLL ORCHARDS, INC.
- Article II: The dissolution was authorized on December 19, 1997.
- Article III: The dissolution was approved by the shareholders of the Corporation. Holders of common stock cast 81.17% of shares in favor of the dissolution which was sufficient for approval pursuant to law.
- Article IV: The effective date of these Articles of Dissolution is December 31, 1997.

Dated: December 23, 1997.

CHESTNUT HILL ORCHARDS, INC.

By: Michael M. Kelley

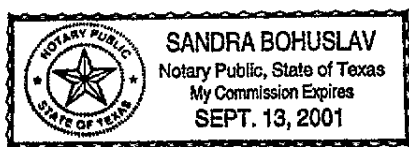
Title: President

STATE OF Texas
COUNTY OF Travis

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Michael M. Kelley, President of Chestnut Hill Orchards, Inc., to me known to be the person described in and who executed the foregoing Articles of Dissolution, and he did each freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in said County and State this 23 day of December, 1997.

(SEAL)



[Signature]
Notary Public, State at Large
My Commission Expires: