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RICHARD A. WAGNER

ATTORNEY AT LAW

304 EAST COLONIAL DRIVE

ORLANDO, FLORIDA 32801

TELEPHONE (407) 423-3401

December 31, 1996

VIA FEDERAL EXPRESS

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32302

RE: ARTICLES OF DISSOLUTION OF CARROLL FULMER LOGISTICS LTD.
ARTICLES OF INCORPORATION CARROLL FULMER LOGISTICS, INC.

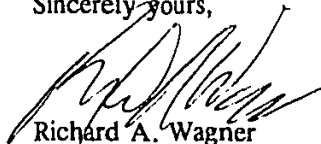
Dear Sir or Madam:

Enclosed please find the following documents:

1. Original Articles of Dissolution for the above referenced company with attached Consent To Dissolution and Resignation of Carroll A. Fulmer as Resident Agent. Please file the original with the Secretary of State and ask them to return a certified copy to my attention.
2. My trust account check in the amount of \$140.00 representing the filing fee for the Articles of Dissolution (\$52.50), filing fee for the Resignation of Resident Agent (\$35.00) and cost of a Certified Copy of the Articles (\$52.50)
3. Original and one copy of Articles of Incorporation for Carroll Fulmer Logistics, Inc. Please file the original and return a Certified Copy to my attention.
4. My trust account check made payable to the Secretary of State in the amount of \$122.50 representing the filing fee for the Articles of Incorporation
5. My trust account check made payable to Attorneys' Title Insurance Fund, Inc. in the amount of \$10.00 for your services.

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

Sincerely yours,


Richard A. Wagner

RAW:kls
Enclosure

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TALLAHASSEE, FLORIDA
STATE

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ARTICLES OF DISSOLUTION OF
CARROLL FULMER LOGISTICS, L.C.

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TALLAHASSEE, FLORIDA

Pursuant to Section 608.445 Florida Statutes, this Limited Liability Company submits these Articles of Dissolution.

1. The name of the Limited Liability Company is Carroll Fulmer Logistics, L.C.
2. The effect date of the Limited Liability Company's dissolution is May 30, 1996.
3. All of the members of the Limited Liability Company by unanimous written agreement have consented to the company's dissolution.
4. All debts, obligations and liabilities of the Limited Liability Company have been paid or discharged, or adequate provisions have been made therefor pursuant to Florida Statute 608.4421.
5. All of the remaining property and assets have been distributed to the members of this Limited Liability Company in accordance with their respective rights and interests.
6. There are no suits pending against the company in any court and there are no judgments, orders or decrees which may have been entered against it in any pending suit.

We the undersigned, being the members of the hereinbefore named Limited Liability Company, for the purpose of dissolving this Limited Liability Company pursuant to the Florida Limited Liability Company Act, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true and accordingly have hereunto set our hands this 20 day of Dec, 1996.

FOOD CARRIER, INC.

By: 

President

CARROLL FULMER & CO., INC.

By: 

Carroll A. Fulmer, President

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 9 day of September, 1996, by CARROLL A. FULMER, as PRESIDENT, of CARROLL FULMER & CO., INC., a Florida corporation, on behalf of the corporation. He is personally

known to me or has produced a valid Florida Drivers' License as identification and did (did not) take an oath.

Shirley A. Anderson
(Signature of person taking acknowledgement)

Shirley A. Anderson
(Name of acknowledger typed, printed or stamped)
Notary Public, State of Florida
My Commission Expires:
Commission No.:



Shirley A. Anderson
MY COMMISSION # CC541123 EXPIRES
June 18, 2000
BONDED TRUO TROY FARM INSURANCE, INC.

STATE OF GEORGIA
COUNTY OF Chatham

The foregoing instrument was acknowledged before me this 20th day of Nov, 1996, by Anthony H. Rao, as PRESIDENT, of FOOD CARRIER, INC., a Georgia corporation, on behalf of the corporation. He/She is personally known to me or has produced _____ as identification and did (did not) take an oath.

Anthony H. Rao
(Signature of person taking acknowledgement)

Dean O. Anderson
(Name of acknowledger typed, printed or stamped)
Notary Public, State of Georgia
My Commission Expires:
Commission No.:

DEAN O. ANDERSON
Notary Public, Chatham County, Ga.
My Commission Expires Jan. 3, 1999

CONSENT TO DISSOLUTION
OF
CARROLL FULMER LOGISTICS, L.C.

The undersigned being all of the members of Carroll Fulmer Logistics, L.C., a Florida Limited Liability Company, do hereby consent to the dissolution of the company effective this 30th day of May 1996. We further direct and consent to the taking of all action necessary to effect said dissolution with the State of Florida and other entities as may be required.

Done this 30th day of May, 1996.

FOOD CARRIER, INC.

By: 

President

CARROLL FULMER & CO., INC.

By: 

Carroll A. Fulmer, President

L95000000 933

RICHARD A. WAGNER

ATTORNEY AT LAW

304 EAST COLONIAL DRIVE

ORLANDO, FLORIDA 32801

TELEPHONE (407) 423-3401

December 31, 1996

VIA FEDERAL EXPRESS

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32302

RE: ARTICLES OF DISSOLUTION OF CARROLL FULMER LOGISTICS L.
ARTICLES OF INCORPORATION CARROLL FULMER LOGISTICS, INC.

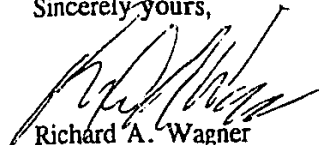
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1. Original Articles of Dissolution for the above referenced company with attached Consent To Dissolution and Resignation of Carroll A. Fulmer as Resident Agent. Please file the original with the Secretary of State and ask them to return a certified copy to my attention.
2. My trust account check in the amount of \$140.00 representing the filing fee for the Articles of Dissolution (\$52.50), filing fee for the Resignation of Resident Agent (\$35.00) and cost of a Certified Copy of the Articles (\$52.50)
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If you have any questions, please do not hesitate to contact me.

Sincerely yours,


Richard A. Wagner

RAW:kls
Enclosure

N. HENDRICKS JAN - 2 1997


RA
Resignation

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97 JAN - 2 PM 3:52
TALLAHASSEE, FLORIDA

RESIGNATION

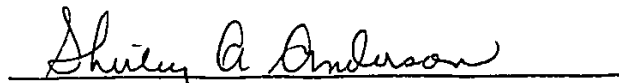
I, the undersigned, hereby resign as Resident Agent of CARROLL FULMER LOGISTICS, L.C., to take effect immediately.

Dated: May 30, 1996


CARROLL A. FULMER

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 30th day of May, 1996, by CARROLL A. FULMER, who is personally known to me or who has produced a Florida Drivers' License as identification and who did (did not) take an oath.


(Signature of person taking acknowledgement)

Shirley A. Anderson
(Name of acknowledger typed, printed or stamped)

Notary Public, State of Florida

My Commission expires:

Commission No.:



SHIRLEY A. ANDERSON
MY COMMISSION # CC 202347 EXPIRES
JUNE 19, 1996
BONDED THROUGH TROY FAIR INSURANCE, INC.