LAW OFFICES RICHARD J. LEE PROFESSIONAL ASSOCIATION

5TH FLOOR GABLES INTERNATIONAL PLAZA 2655 LEJEUNE ROAD

CORAL GABLES, FLORIDA 33134

H. HUGH MCCONNELL THOMAS D. LUMPKIN, II OF COUNSEL

September 30, 1999

Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Articles of Dissolution RE:

Dear Madam or Sir:

Enclosed are 2 originals of the Articles of Dissolution for each of the following corporations:

- 1. P.C. Foods of Sebastian, Inc.
- 2. P.C. Foods of Okeechobee, Inc.
- 3. P.C. Foods of Jensen Beach, Inc.
- 4. Poinciana Corp.

Also enclosed is a check in the amount of \$175.00 for filing fees and certified copies of each Articles of Dissolution for each corporation. Please return certified copies at the above address.

If you have any questions, or if further information is needed please do not hesitate to contact me. Very truly yours,

RJL:gz Enclosures L/113210.088

ARTICLES OF DISSOLUTION OF POINCIANA CORP.

We, the President and Secretary of POINCIANA CORP. (hereinafter referred to as the "Corporation"), which has heretofore been organized under the laws of the State of Florida, do hereby, for the purpose of complying with Section 607.1402 Florida Statutes, execute these Articles of Dissolution and attach hereto as Exhibit "A" a copy of the Plan of Liquidation and Dissolution.

WITNESSESSETH:

1. NAME OF CORPORATION
POINCIANA CORP.

2. DATE DISSOLUTION WAS AUTHORIZED - SEPTEMBER 8, 1999

Dissolution was authorized by unanimous vote of shareholders on September 8, 1999 pursuant to a proposal to dissolve the Corporation by the Board of Directors on August 17, 1999.

The unanimous vote by the shareholders to dissolve the Corporation was sufficient for approval.

3. <u>EFFECTIVE DATE OF DISSOLUTION - SEPTEMBER 30, 1999</u>

The effective date of these Articles of Dissolution shall be September 30, 1999.

4. All liabilities and obligations of the Corporation have been paid or discharged or adequate provision has been made therefor.

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- 5 All remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.
- 6. There are no actions pending against the Corporation in any court or adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending action.

Felipe A. Custer, President

Regina Florez, Secretary

STATE OF FLORIDA

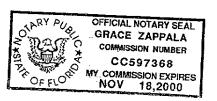
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 30 day of Sept , 1999 by Lipe A Coster , Kegina Flores of Forestand Coep.

Notary Public

My commission expires:

C\113201.04



) ss