

McLin & Burnsed

Professional Association

R. Dewey Burnsed
Frank J. Campoamor
Christopher V. Carlyle
Gary Fuchs
Stephen W. Johnson
Craig W. Little
Walter S. McLin, III

ATTORNEYS AT LAW

G. Michael Mahoney
Fred A. Morrison
Richard P. Newman
Steven M. Roy
Joseph C. Shoemaker
Jeffrey P. Skates
Phillip S. Smith

N24377

January 24, 2002

100004830381--1
-01/28/02--01045--021
*****35.00 *****35.00

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


Re: **Central Lake Utilities Corp.**

Dear Ladies & Gentlemen:

Enclosed for filing please find the Plan of Distribution of Assets and Certification for the referenced corporation, along with our firm's check for \$35.00 for the filing fee.

If you need anything further on this matter, please contact me.

Sincerely yours,


Gary Fuchs

GF:amr
Enclosures

FILED
02 JAN 28 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N24377
Plan of Dist of Assets
1-28-02 em
232

PLAN OF DISTRIBUTION OF ASSETS FOR

CENTRAL LAKE UTILITIES CORP.

This plan shall become effective on approval by the members of the corporation by unanimous written consent.

The corporation does not hold any assets that are required to be returned upon dissolution of the corporation. Furthermore, the corporation does not hold any assets subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes. Therefore, after approval and adoption of the plan by the members, the corporation shall proceed to collect all its assets and distribute them in accordance with the by-laws of the corporation, whereby each member of the corporation shall receive a pro rata share of the assets. The members shall make provisions to satisfy and discharge all known liabilities and obligations of the corporation that may survive its dissolution to the extent of the assets received.

Following the adoption of the plan by the members the President of the corporation shall make one or more pro rata distributions to the members of the assets of the corporation. Such distributions of the assets of the corporation shall be completed as quickly as possible after the approval and adoption of the plan by the members, and in any event within 12-months from the date the plan is adopted by the members.

Central Lake Utilities Corp.

By: 

Robert Beucher, President

MEMBER:

Packing House By-Products Co., Inc. d/b/a
Mission Inn Golf & Tennis Resort

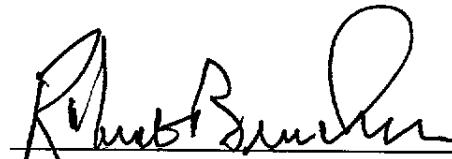
By: 

Robert Beucher, President

FILED
02 JAN 28 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certification

I, **Robert Beucher**, President of Central Lake Utilities Corp., a Florida not-for-profit corporation, hereby certify that the foregoing is a full, true and correct copy of the Plan of Distribution of Assets duly passed by the Board of Directors of the Corporation, and adopted by the Sole Member of the Corporation on December 31, 2001, by unanimous written action of the Members and Directors as required by law and by the By-Laws of the Corporation, executed by me as President of the Corporation on December 31, 2001.


Robert Beucher, President

alicer:mission:certification:121101

FILED
02 JAN 28 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA