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Writer's Direct Line: 904/425-5495

September 30, 1997

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

BY HAND DELIVERY

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-09/30/97--01071--002

*****35.00 *****35.00

Re: MUSHROOM ALLIANCE, INC. - Articles of Dissolution

Dear Sir or Madam:

Enclosed for filing are Articles of Dissolution for the referenced Agricultural Cooperative. Please note the counterpart signature pages containing the signatures of all the parties.

Also enclosed is our client's check in the amount of \$35.00 for the filing fee.

Our Messenger will return tomorrow to pick up your letter acknowledgment. If there are any questions, please do not hesitate to call.

Sincerely,

Van P. Geaker

Van P. Geaker
For the Firm

9/30/97

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VPG:ldv
Enclosures

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DIVISION OF CORPORATION

**ARTICLES OF DISSOLUTION
FOR AGRICULTURAL COOPERATIVE**

Pursuant to the Florida Agricultural Cooperative Marketing Chapter and the Florida Corporation Act, the Articles of Dissolution of Mushroom Alliance, Inc. are hereby adopted as follows.

ARTICLE 1

The name of the association is MUSHROOM ALLIANCE, INC.

ARTICLE 2

The Articles of Incorporation were filed on September 10, 1996 and the Restated Articles of Incorporation were filed on December 31, 1996.

ARTICLE 3

The association has not commenced business.

ARTICLE 4

No debt of the association remains unpaid.

ARTICLE 5

No assets of the association remain to be distributed.

ARTICLE 6

The foregoing Articles of Dissolution for Agricultural Cooperative were unanimously adopted by the Board of Directors identified in the Restated Articles of Incorporation, namely Richard Lazzarini, Jr., Virgil Jurgensmeyer and Fred Roberts, as evidenced by their signature below.

These Articles of Dissolution shall be effective as of the date of filing with the Florida Department of State.

WRITTEN CONSENT OF ALL MEMBERS

Each of the members of the association hereby approves the dissolution of the association, the Articles of Dissolution thereto and consents by execution herein.

These Articles of Dissolution may be executed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute one Articles of Dissolution.

BOARD OF DIRECTORS

Fred Roberts
Fred Roberts

Virgil Jurgensmeyer
Virgil Jurgensmeyer

Richard Lazzarini, Jr.
Richard Lazzarini, Jr.

MEMBER

Ohio Valley Mushroom Farms, ..
an Ohio corporation

By: Fred Roberts
Fred Roberts, President

J-M Farms, Inc.
an Oklahoma corporation

By: _____
Virgil Jurgensmeyer, Chairman

Quincy Corp.
a Florida corporation

By: _____
Richard Lazzarini, Jr, President

STATE OF FLORIDA)
) ss.
County of _____)

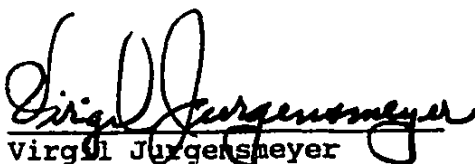
The foregoing instrument was acknowledged before me this _____ day of _____ 1997, by Richard Lazzarini, Jr., the President of Quincy Corp., a Florida corporation on behalf of himself and of the corporation.

Notary Public for Florida
Commission Expires: _____

These Articles of Dissolution may be executed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute one Articles of Dissolution.

BOARD OF DIRECTORS

Fred Roberts


Virgil Jurgensmeyer

MEMBER

Ohio Valley Mushroom Farms, Inc.
an Ohio corporation

By: _____
Fred Roberts, President

J-M Farms, Inc.
an Oklahoma corporation

By: 
Virgil Jurgensmeyer, Chairman

Quincy Corp.
a Florida corporation

Richard Lazzarini, Jr.

By: _____
Richard Lazzarini, Jr, President

STATE OF FLORIDA)
) ss.
County of _____)

The foregoing instrument was acknowledged before me this _____ day of _____ 1997, by Richard Lazzarini, Jr., the President of Quincy Corp., a Florida corporation on behalf of himself and of the corporation.

Notary Public for Florida
Commission Expires: _____

These Articles of Dissolution may be executed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute one Articles of Dissolution.

BOARD OF DIRECTORS

Fred Roberts

Virgil Jurgensmeyer


Richard Lazzarini, Jr.

MEMBER

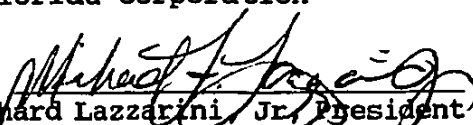
Ohio Valley Mushroom Farms, Inc.
an Ohio corporation

By: _____
Fred Roberts, President

J-M Farms, Inc.
an Oklahoma corporation

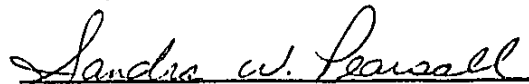
By: _____
Virgil Jurgensmeyer, Chairman

Quincy Corp.
a Florida corporation

By: 
Richard Lazzarini, Jr., President

STATE OF FLORIDA)
) ss.
County of Gadsden)

The foregoing instrument was acknowledged before me this 19th day of August 1997, by Richard Lazzarini, Jr., the President of Quincy Corp., a Florida corporation on behalf of himself and of the corporation. *Personally known to me.*


Sandra W. Pearsall
Notary Public for Florida
Commission Expires: _____

SANDRA W. PEARSALL
Notary Public, State of Florida
My comm. expires Feb. 24, 1999
Comm. No. CC 434930