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DISSOLUTION OR WITHDRAWAL

SACRAMENTO FARMS FLORIDA, INC.

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**ARTICLES OF DISSOLUTION  
OF**

**SACRAMENTO FARMS FLORIDA, INC.**

The undersigned, being the sole Director and President of SACRAMENTO FARMS FLORIDA, INC., a Florida corporation (the "Corporation"), desiring to dissolve the Corporation in accordance with the Florida Business Corporation Act, hereby submits the following:

**ARTICLE I**

The name of the corporation is SACRAMENTO FARMS FLORIDA, INC.


**ARTICLE II**

The dissolution was authorized on December 28, 2006.

**ARTICLE III**

The dissolution was approved by Unanimous Written Consent in Lieu of a Special Meeting of the Shareholders and Board of Directors of the Corporation on December 28, 2006, which constitutes a sufficient number of votes cast for approval.

The undersigned Director and President for the purpose of dissolving SACRAMENTO FARMS FLORIDA, INC. under the laws of the State of Florida, has executed these Articles of Dissolution effective as of the 31st day December, 2006.

  
Sebastiao Fogaça de Aguiar  
Sole Director/ President

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## CERTIFICATE OF SECRETARY

### SACRAMENTO FARMS FLORIDA, INC.

The undersigned, Sebastiao Fogaca de Aguiar, hereby certifies that:

1. He is the duly elected Secretary of Sacramento Farms Florida, Inc., a Florida corporation (the "Corporation"); and
2. Attached to this Certificate of Secretary as Exhibit A is a true, correct and complete copy of resolutions adopted by the shareholders and Board of Directors of the Corporation to liquidate the Corporation, which resolutions have not been modified or rescinded and remain in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Secretary effective as of the 28th day of December, 2006.

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Sebastiao Fogaca de Aguiar

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**Exhibit A**

**RESOLVED**, that the Corporation shall liquidate and dissolve pursuant to the following Plan of Liquidation and Dissolution:

**PLAN OF LIQUIDATION AND DISSOLUTION**

- (a) The sole officer and Director is authorized to proceed promptly to wind up the Corporation's affairs.
- (b) The sole officer and Director is authorized to pay or provide for any remaining liabilities; to establish a reserve in a reasonable amount to meet known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and contingent expenses, if he deems such a reserve to be desirable; and to sell, transfer and/or distribute the remaining and/or resulting assets of the Corporation in a manner consistent with a prudent winding down of corporate operations taking into account the nature of the assets owned by the Corporation; all such distributions shall be made, subject to any remaining liabilities, to the sole shareholder or to a liquidating trustee appointed by the sole shareholder.
- (c) The sole officer shall take all appropriate and necessary action to dissolve the Corporation under Florida law and after all assets and liabilities of the Corporation are distributed to its sole shareholder.
- (d) The foregoing constitutes the Plan of Liquidation and Dissolution of the Corporation, as amended and is adopted on the 28th day of December, 2006.

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