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FLA OFFICES  
JOSEPH & MAREES, P.A.  
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BUILDING TEN  
JACKSONVILLE, FLORIDA 32217-2813

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FACSIMILE 904-636-0856

December 24, 1997

Secretary of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, FL 32304

FILED  
97 DEC 26 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: GROWTH UNLIMITED FARMS, INC.

Gentlemen:


I am enclosing herewith an original and a copy of Waiver of Notice of Special Meeting of Shareholders, Minutes of Special Meeting of Shareholders, and Articles of Dissolution for the above-named corporation. In addition, a check in the sum of \$35.00 is enclosed which represents the following fees:

Filing fee	\$35.00
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Please file the original of the enclosed documents and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,



Michael J. Marees  
MJM:alt  
Enclosures

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-12/26/97--01078--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Corpsolds*  
*Linda*  
*page 5*

EFFECTIVE DATE

12-31-97

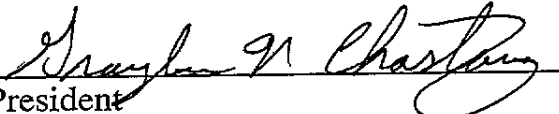
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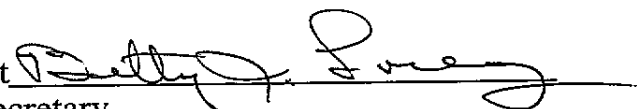
**ARTICLES OF DISSOLUTION OF  
GROWTH UNLIMITED FARMS, INC.**

1. The name of the corporation is GROWTH UNLIMITED FARMS, INC.
2. Dissolution was authorized on December 23, 1997 to be effective December 31, 1997.
3. The number of votes cast by the shareholders was sufficient for approval.

DATED this 23<sup>rd</sup> day of December, 1997.

GROWTH UNLIMITED FARMS, INC.,  
A Florida Corporation

By   
Its President

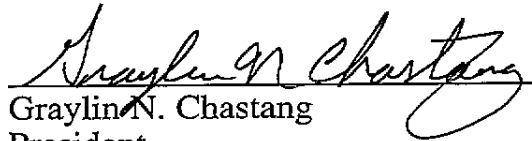
Attest   
Its Secretary  
(Corp. Seal)

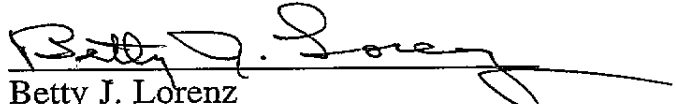
**EFFECTIVE DATE**  
12-31-97

**WAIVER OF NOTICE OF SPECIAL MEETING  
OF SHAREHOLDERS OF  
GROWTH UNLIMITED FARMS, INC.**

The undersigned, constituting all of the shareholders of Growth Unlimited Farms, Inc. hereby waive notice of the Special Meeting of Shareholders to consider dissolution of the corporation scheduled for 4:00 P.M. on December 23, 1997 at the offices of the corporation located at 3750 Cricket Cove Road East, Jacksonville, Florida 32224.

DATED this 23rd day of December, 1997.

  
Graylin N. Chastang  
President

  
Betty J. Lorenz  
Secretary

**MINUTES OF SPECIAL MEETING  
OF SHAREHOLDERS OF  
GROWTH UNLIMITED FARMS, INC.**

The special meeting of the shareholders of Growth Unlimited Farms, Inc. was held at the offices of the corporation on this 23rd day of December, 1997.

Present were:

Graylin N. Chastang  
Betty J. Lorenz

constituting all of the shareholders of the corporation.

Graylin N. Chastang, the President, presided as Chairman of the meeting, and Betty J. Lorenz acted as the secretary of the meeting.

The Chairman called the meeting to order and stated that a quorum of shareholders was present for the conduct of the business before the meeting. The Secretary thereupon presented and read the Waiver of Notice which was ordered to be made a part of the minutes of this meeting.

The Chairman then said that the Board of Directors recommended dissolution of the corporation to the shareholders.

Upon motion duly made, seconded and carried by the required majority, it was

RESOLVED, as follows

1. That the corporation be dissolved.
2. That the President and Secretary be and they hereby are authorized and directed to execute Articles of Dissolution and to have them delivered to the Department of State for filing.
3. That the officers of the corporation be and they hereby are authorized and directed to take such actions as are necessary to complete the dissolution of the corporation.

There being no further business, the meeting was adjourned.

  
Secretary

  
Chairman