

P94000040485

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July 31, 1997

Karon Beyer
Division of Corporations
FLORIDA DEPARTMENT OF STATE
P.O. Box 6327
Tallahassee, FL 32314

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

RE: T. G. Sales, Inc.
Florida No. P94000040485

Dear Ms. Beyer:

Thank you for your assistance in helping me do the paperwork to have this corporation domesticated in Arizona.

Pursuant to your instructions, enclosed please find Articles of Dissolution for T. G. Sales, Inc. Also find enclosed a certified copy of the Articles of Domestication. Also find enclosed our filing fee for the Articles of Dissolution in the amount of \$35.00.

Will you please process these Articles of Dissolution according. Will you also please advise as to any additional steps that we must take with your office.

Thank you for your assistance. I look forward to hearing from you.

With regards,

CHANDLER, TULLAR, UDALL & REDHAIR, LLP

By 
Joe F. Tarver

JFT:jt
Enclosure

DISS.
8/6/97
582

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -5 PM 12:44


ARTICLES OF DISSOLUTION
OF
T. G. SALES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -5 PM 12:44

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution:

- FIRST: The name of the corporation is T. G. SALES, INC.
- SECOND: The date dissolution was authorized May 5, 1997.
- THIRD: Dissolution was unanimously approved by the shareholders.
- FOURTH: The reason for dissolution is that this corporation became domesticated as an Arizona corporation by Articles of Domestication approved May 28, 1997, by the Arizona Corporation Commission.

Signed this 21st day of July, 1997.


TOM GILARDI, President

For information
purposes
only

ARTICLES OF DOMESTICATION
OF
T. G. SALES, INC.

080 1948-9
AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

MAY 20 4 38 PM '97

A. B. Walker
DATE MAY 28 1997
FILED

ARTICLE I

NAME

The name of the Corporation is T. G. SALES, INC.

ARTICLE II

ORIGINAL INCORPORATION

The Corporation was originally incorporated in the State of Florida, and the date of its incorporation in that state was May 25, 1994.

ARTICLE III

DOCUMENTS FURNISHED

The official in charge of corporate filings in the jurisdiction in which the Corporation was previously incorporated, the State of Florida, will be provided with a certified copy of the Articles of Domestication filed in the State of Arizona.

ARTICLE IV

PURPOSE

The purpose for which this Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of Arizona, as they may be amended from time to time.

ARTICLE V

INITIAL BUSINESS

The Corporation initially intends to conduct the business of produce brokerage.

ARTICLE VI

AUTHORIZED CAPITAL

The Corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) share of Common Stock.

ARTICLE VII

KNOWN PLACE OF BUSINESS IN ARIZONA

The street address of the known place of business of the Corporation is:

430 South Camino Truinfante
Green Valley, Arizona 85614

ARTICLE EIGHT

STATUTORY AGENT

The name and address of the statutory agent of the Corporation is:

Joe F. Tarver
CHANDLER, TULLAR, UDALL & REDHAIR, LLP
33 North Stone Avenue, Suite 1700
Tucson, Arizona 85701-1415

ARTICLE NINE

BOARD OF DIRECTORS

The board of directors currently consists of two directors. The names and addresses of the persons who are serving as the directors until the next annual meeting of shareholders or until their successors are elected and qualify are:

Tom Gilardi
P.O. Box 1351
Green Valley, Arizona 85622

Judy Gilardi
P.O. Box 1351
Green Valley, Arizona 85622

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

ARTICLE TEN

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENT

The Corporation shall indemnify any person who incurs expenses by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE ELEVEN

LIMITATION OF LIABILITY

To the fullest extent permitted by the Arizona Revised Statutes

as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

ARTICLE TWELVE

ADOPTION

These Articles of Domestication have been adopted in accordance with Arizona Revised Statutes Section 10-221. They were adopted by the Board of Directors of the Corporation on May 5, 1997, and by the shareholders of the Corporation on May 5, 1997.

ARTICLE THIRTEEN

ACCEPTANCE OF STATE LAWS

Upon transfer of domicile of the Corporation to Arizona, the Corporation accepts and will be subject to the laws of Arizona.


DATED this 5th day of May, 1997.

T. G. SALES, INC.

By: Tom Gilardi President
Tom Gilardi, President

ACCEPTANCE OF APPOINTMENT
BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment
as statutory agent of the above-named corporation effective this 5th
day of May, 1997.



JOE F. TARVER