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April 27, 1999

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Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-04/30/99--01065--008
*****35.00 *****35.00

Re: Articles of Dissolution of Carolyn's Nutrends, Inc.
Our File No. WFUS-1

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of its Articles of Dissolution together with our firm check in the amount of \$35.00 for the filing fee. Please file the original Articles of Amendment and date-stamp and return the enclosed copy of the Articles. A return envelope is included for your convenience.

Thank you for your assistance in this matter.

Sincerely,

J. Riddle
Jennifer D. Riddle
Legal Assistant

jdr
cc: Robin C. Hoover
175488.1

FILED
99 APR 30 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Void'd
LPS
5-10-99

ARTICLES OF DISSOLUTION
OF CAROLYN'S NUTRENDS, INC.

FILED
99 APR 30 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Robin C. Hoover hereby certifies that he is the President and Secretary of Carolyn's NuTrends, Inc., a Florida corporation (the "Corporation"), and further certifies that attached hereto is a correct and complete copy of the written action taken and executed, pursuant to the provisions of §607.0821 and 607.0704, Florida Statutes, by all of the Corporation's directors and shareholders for the purpose of effecting a plan of corporate liquidation and dissolution, which written action was adopted March 10, 1999, and has not been in any way modified, amended, rescinded or revoked and remains on the date hereof in full force and effect, and (2) each of the matters hereafter set forth is correct and complete:

1. The legal name of the Corporation is Carolyn's NuTrends, Inc.
2. The dissolution shall be effective as of the date of filing these Articles of Dissolution with the Florida Secretary of State.
3. The names and respective addresses of each of the Corporation's officers and directors is as follows:

Name	Title	Address
Robin C. Hoover	President, Vice President, Secretary and Director	1000 N. Ashley Drive Suite 600 Tampa, FL 33602


4. All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision for the payment or discharge thereof has been made.

5. Either all remaining properties and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests or no property remains for distribution to the shareholders after applying it to the payment of the liabilities and obligations of the Corporation.

6. There are no actions pending against the Corporation in any court or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending action.

WHEREFORE, the undersigned requests the Secretary of State, upon being satisfied that all statutory requirements have been complied with, to file these Articles of Dissolution in accordance with the provisions of the Florida General Corporation Act.

DATED: March 10, 1999



Robin C. Hoover, President and Secretary

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day of March, 1999 before me, the undersigned authority, personally appeared Robin C. Hoover, to me known and identified to me as the President and Secretary of Carolyn's NuTrends, Inc., a Florida corporation, and the person who executed the foregoing Articles of Dissolution, who severally acknowledged to me that he executed the same on behalf of the Corporation by the power and authority duly vested in him, freely and voluntarily, for the uses and purposes therein stated, and that each of the matters therein set forth are, to the best of his belief, correct and complete.

WITNESS my hand and official seal this _____ day of March, 1999.

Notary Public

Print Name: _____

My Commission Expires: _____

**WRITTEN ACTION OF THE BOARD OF DIRECTORS
AND SHAREHOLDERS OF CAROLYN'S NUTRENDS, INC.**

The undersigned, being all of the members of the Board of Directors of Carolyn's NuTrends Inc., a Florida corporation (the "Corporation"), as well as the legal and beneficial owners of all of the shares of capital stock issued by that Corporation and presently outstanding (the "Shareholders"), hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Sections 607.0821 and .0704, Florida Statutes:

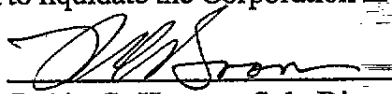
WHEREAS, the Directors and Shareholders of the Corporation deem it advisable to liquidate the Corporation pursuant to applicable Florida law, it is therefore resolved as follows:

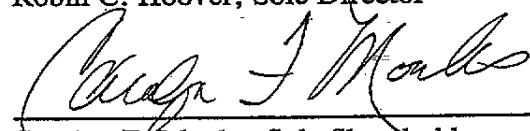
1. The Corporation shall immediately cease the active conduct of its business and shall cause notice thereof to be mailed to each known creditor of, and claimant against, the Corporation. It shall then proceed to collect its assets; convey and dispose of such of its properties as are not to be distributed in kind to its Shareholders; discharge its liabilities and obligations or make adequate provision for discharge thereof; and do all other acts required to liquidate its business and affairs. The Corporation shall then distribute the remainder of its assets, if any, either in cash or in kind, among its Shareholders according to their respective rights and interests, which assets shall be received by the Shareholders incident to this plan of complete liquidation and in consideration of the surrender and cancellation of all issued and outstanding shares of capital stock of the Corporation owned by each.

2. As soon as all liabilities and obligations of the Corporation have been discharged, or adequate provision has been made therefore (such as, for example, by an agreement among the Shareholders to accept assets of the Corporation subject to any of its liabilities), and all of the remaining properties and assets of the Corporation have been distributed to its Shareholders according to their respective rights and interests, Articles of Dissolution shall be prepared, executed and delivered in accordance with the provisions of Sections 607.1402 and .1403, Florida Statutes. Such Articles of Dissolution shall be effective as of the date filed with the Secretary of the State of Florida.

3. Each of the officers of the Corporation are authorized and directed, in the name and on behalf of the Corporation and under its seal or otherwise, to execute and deliver all such documentation necessary to effect such liquidation and dissolution and to take all such further action as such officer, in his or her discretion, may consider necessary or appropriate in order to effect the full intent and purpose of this resolution to liquidate the Corporation in accordance with applicable law.

DATED: March 10, 1999


Robin C. Hoover, Sole Director


Carolyn F. Monks, Sole Shareholder