

P95000045134
LAW OFFICES
OF
LOUIS BAKKALAPULO, P.A.

LOUIS BAKKALAPULO
CHRISTOPHER M. FITZPATRICK

ATTORNEYS AND COUNSELORS AT LAW
CONSTANTINE CENTER
111 NORTH BELCHER ROAD
SUITE 201
CLEARWATER, FLORIDA 33765

TELEPHONE (813) 726-6233
FACSIMILE (813) 726-9545
email: bakklaw@worldnet.att.net
Please ask for extension _____

September 21, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600002667046--7
-10/19/98--01092--011
*****35.00 *****35.00

RE: My Client: GEO FOOD SERVICES, INC.
Matter: Dissolution of Corporation

Dear Sir or Madam:

Enclosed please find the Articles of Dissolution of GEO FOOD SERVICES, Inc. for your review. Please be advised that the above corporation filed for its Articles of Incorporation in May, 1995.

Also enclosed for your records is a Written Consent to Liquidate and Dissolve GEO FOOD SERVICE, Inc.

For your convenience in filing is a check in the amount of \$35.00.

Should these forms not meet your requirements, please advise.

Should you have any questions or problems, please feel free to contact my office.

Sincerely,
LOUIS BAKKALAPULO, P.A.

[Signature] for firm
Louis Bakkalapulo, Esquire

LB/kaf
Enclosures

VS OCT 26 1998

Voldis

98 OCT 19 AM 8:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION OF

GEO FOOD SERVICE, INC.

FILED
98 OCT 19 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


The undersigned, as the only officers, directors, and shareholders of GEO FOOD SERVICE, INC., a Florida corporation, hereby state as follows:

1. The name of the corporation is GEO FOOD SERVICE, INC.
2. The names its officers and directors are:

GEORGE KARALIS

3. All debts, obligations and liabilities of this corporation have been paid or discharged or adequate provision has been made therefor.
4. All remaining property or assets of the corporation has been distributed among its shareholders in accordance with their respective rights and interests.
5. There are no actions pending against the corporation.
6. An executed copy of the written consent to dissolve signed by all shareholders is attached.


Dated: Aug. 19, 1998.


GEORGE KARALIS
President, Secretary, and Treasurer

**STATE OF FLORIDA
COUNTY OF PINELLAS**

BEFORE ME, the undersigned authority, personally appeared GEORGE KARALIS as officer, director and shareholder, of GEO FOOD SERVICE, INC., known to me to be the individual who executed the foregoing Articles of Dissolution as the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 15th day of Sept., 1998.


NOTARY PUBLIC
My Commission Expires:



Georgia M. Czaplet
MY COMMISSION # CC571609 EXPIRES
October 5, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

WRITTEN CONSENT TO LIQUIDATE AND DISSOLVE

GEO FOOD SERVICE, INC.

The undersigned, being all of the stockholders and directors of GEO FOOD SERVICE, INC., a Florida corporation, hereby take the following actions by written consent in lieu of a special meeting of the Board of Directors and shareholders:

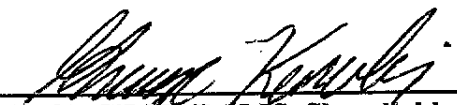
RESOLVED that the Corporation be liquidated in accordance with the provisions of the Internal Revenue Code, and further

RESOLVED that in accordance with such plan of liquidation, the officers, directors and accountant for the corporation be, and they are hereby authorized and directed to:

1. File the necessary forms with the District Director of the Internal Revenue Service, together with a copy of this consent.
2. Transfer all of the assets including any choices in action of the corporation to the stockholders of the corporation.
3. Distribute all of the assets of the corporation, subject to any unpaid liabilities, in reduction and cancellation of all the outstanding stock of the corporation.
4. File Articles of Dissolution with the Secretary of State in Tallahassee, Florida.
5. File all other forms and documents required by the State of Florida and the United States Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, if any.
6. Provide for the payment of any indebtedness owed by the corporation to any creditors or lien holders.

IT IS FURTHER RESOLVED that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, if any, be, and the same are hereby ratified and confirmed in all respects.

Dated: 09-15 — 1998.



GEORGE KARALIS, Shareholder
President/Secretary/Treasurer

\\corp\geofood.dis