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July 1, 1998

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Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

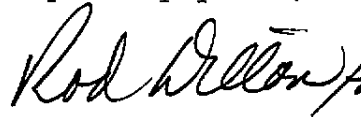
RE: EARTHWORMS OF ST. ARMANDS, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Dissolution for the above referenced corporation, EARTHWORMS OF ST. ARMANDS, INC., the effective date of which is June 30, 1998, together with my trust account check in the sum of \$35.00 which represents the filing fee for same. Also enclosed is a copy for date stamping and a self addressed stamped envelope for your use in returning said copy to me.

Thank you for your cooperation in this matter.

Very truly yours,

  
RODNEY L. DILLON

FILED  
98 JUL -6 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/bd

Enclosures (4)

Diss.  
7-14-98  
CC

ARTICLES OF DISSOLUTION OF  
EARTHWORMS OF ST. ARMANDS, INC.,  
A Florida corporation

FILED  
JUL - 6 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute §607.1403, the director and sole shareholder of EARTHWORMS OF ST. ARMANDS, INC. hereby dissolves said corporation, and states:

1. The name of the corporation that the director and sole stockholder dissolves is EARTHWORMS OF ST. ARMANDS, INC.

2. The date said dissolution of said corporation was authorized is June 30, 1998.

3. The shareholder vote approving the dissolution is sufficient in number, in that the sole shareholder has approved the proposal to dissolve said corporation as provided by law.

4. The effective date of these ARTICLES OF DISSOLUTION is JUNE 30, 1998.

  
ALAN E. GIBBS, President

  
ALAN E. GIBBS, Director

CONSENT TO DISSOLUTION OF  
EARTHWORMS OF ST. ARMANDS, INC.,  
a Florida corporation  
by SOLE SHAREHOLDER

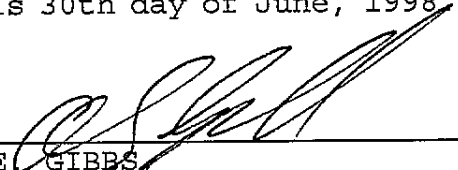
1. The name of the corporation that the director and sole stockholder dissolves is EARTHWORMS OF ST. ARMANDS, INC.

2. A proposal to dissolve the corporation has been adopted and the Board of Directors recommended dissolution to the shareholders on June 30, 1998.

3. The shareholder vote approving the dissolution is sufficient in number, in that the sole shareholder has approved the proposal to dissolve as provided by law.

4. The corporation has notified the shareholders of record, whether or not entitled to vote, of the proposal, shareholders meeting in accordance with F.S. §607.0705.

Therefore, I, ALAN E. GIBBS, director and sole shareholder, do hereby consent to the dissolution of EARTHWORMS OF ST. ARMANDS, INC., a Florida corporation, effective this 30th day of June, 1998.

  
\_\_\_\_\_  
ALAN E. GIBBS,  
Director and Sole Shareholder