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March 27, 1997

Secretary of State
Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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-04/03/97--011036--006
*****96.25 *****96.25

Re: West Boca Frozen Holdings II Inc.
Our File #773-2

Dear Sir or Madam:

Enclosed herewith are the following:

1. Duplicate original signed Articles of Dissolution of West Boca Frozen Holdings II Inc.
2. Copy of Joint Corporate Action by all of the Shareholders and Directors of West Boca Frozen Holdings II Inc.
3. Our check in the sum of \$96.25 for payment of the following costs:
 - a. File Articles of Dissolution: \$35.00
 - b. Certified Copy of the Filed Articles of Dissolution: 52.50
 - c. Status Certificate from Secretary of State confirming the Dissolution of the corporation: 8.75

Also enclosed is a self addressed, stamped return envelope for the certified copy. Thank you for your attention and cooperation. Please call me as soon as possible if you have any questions or comments pertaining to the above matters.

Very truly yours,



Seymour N. Singer

Enclosure

cc: Robert C. Koshkin
Stanley T. Miller
Neal Gersten, C.P.A. w/enc.
SNS/alj/13923

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**ARTICLES OF DISSOLUTION PURSUANT TO
SECTION 607.1403 OF THE FLORIDA BUSINESS
CORPORATION ACT
OF
WEST BOCA FROZEN HOLDINGS II INC.**

SECRET
DIVISION
97 APR -3 AM 11:33

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned Florida corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is West Boca Frozen Holdings II Inc.
2. The dissolution of the corporation was authorized by unanimous written consent of the sole Director and the sole Shareholder of the corporation dated March 25, 1997.
3. The aforementioned written consent has been signed by the sole Director and the sole Shareholder of the corporation or signed in their names by their duly authorized attorneys, so that the number of votes for dissolution was sufficient for approval.

These Articles of Dissolution shall be effective as of the date of filing with the Secretary of State.

Dated: March 25, 1997

WEST BOCA FROZEN HOLDINGS II INC.

By: Robert C. Koshkin
Name: ROBERT C. KOSHKIN
Title: President

**JOINT CORPORATE ACTION BY
THE SOLE SHAREHOLDER AND SOLE DIRECTOR OF
WEST BOCA FROZEN HOLDINGS II INC.**

The undersigned, being the sole Shareholder and sole Director of West Boca Frozen Holdings II Inc., a Florida corporation ("Corporation"), does waive all formal requirements, including the necessity of holding a formal or informal meeting and sending/receipt of notice; and does consent in writing to the adoption of the following resolutions, taking this action in lieu of a meeting of the Board of Directors and the shareholders of the Corporation for the express purpose of approving and authorizing the dissolution of the Corporation.

1. RESOLVED, that the voluntary dissolution of the Corporation pursuant to Section 607.1402 of the Florida General Corporation Act and other applicable law is hereby approved;
2. RESOLVED, that the appropriate officers of the Corporation are authorized, empowered and directed to enter into, execute and deliver any and all documents and instruments and to take any and all actions necessary to effectuate the dissolution of the Corporation, including but not limited to, the appropriate execution and filing of Articles of Dissolution pursuant to Section 607.1403 of the Florida General Corporation Act.

The action described herein shall be effective as of the 25th day of March, 1997.

IN WITNESS WHEREOF, the undersigned Director and the sole shareholder of the Corporation have set their hands and seals for these purposes.

Dated: March 25, 1997.

ROBERT KOSHKIN, Sole Director
and Sole Shareholder