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Matthew E. Morrill, Esq.

January 29, 1998

TELECOPIER: (954) 566-7754

Edward L. Myrick, Jr., Esq.

TELEPHONE: (954) 563-4005

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Amendment Division

**RE: DISSOLUTION OF CORPORATION
OF POMPANO BEACH FARMERS
MARKET MANAGEMENT CORPORATION**

FILED
98 FEB -2 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
100002418321--1
-02/02/98-01042-004
*****87.50 *****87.50

Ladies and Gentlemen:

Please find enclosed the following regarding the voluntary dissolution of the above-described corporation:

1. An original of the Articles of Dissolution of Corporation, together with a photocopy thereof.
2. Please also find enclosed a check in the amount of Eighty-Seven and 50/100 Dollars (\$87.50) representing the filing fee and certified copy fee of the Articles of Dissolution.

If you find the enclosures in order, please file the original of the Articles, certify the photocopy thereof and return the certified copy to me as soon in the enclosed stamped, self-addressed envelope.

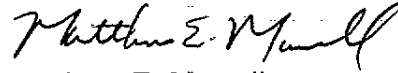
4/2/98
2/4
V6/12/98

Matthew E. Morrall, P.A.

Division of Corporations
Amendment Section
January 29, 1998
Page 2

Thank you for your assistance in this matter.

Very truly yours,



Matthew E. Morrall

MEM/cjp
Enclosures
DivCorp.2LT/PBFM/PBFMMC

ARTICLES OF DISSOLUTION

OF

POMPANO BEACH FARMERS MARKET MANAGEMENT CORPORATION, INC.

FILED
98 FEB -2 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1402 and Section 607.1403 of the Florida Statutes, the undersigned Director of POMPANO BEACH FARMERS MARKET MANAGEMENT CORPORATION, INC., a Florida corporation, adopts the following Articles of Dissolution for the purpose of dissolving POMPANO BEACH FARMERS MARKET MANAGEMENT CORPORATION, INC.:

NAME OF THE CORPORATION

1. The name of the corporation is POMPANO BEACH FARMERS MARKET MANAGEMENT CORPORATION, INC.

DATE DISSOLUTION WAS AUTHORIZED

2. The Articles of Dissolution for POMPANO BEACH FARMERS MARKET MANAGEMENT CORPORATION, INC. were authorized on January 7, 1998.

AUTHORIZATION OF DISSOLUTION

3. The dissolution of POMPANO BEACH FARMERS MARKET MANAGEMENT CORPORATION, INC. was authorized by a majority of the Shareholders required to dissolve the corporation by unanimous written consent in lieu of a meeting on January 7, 1998.

IN WITNESS WHEREOF, POMPANO BEACH FARMERS MARKET MANAGEMENT CORPORATION, INC. has caused these Articles of Dissolution to be executed in its name, and its corporate seal to be hereunto affixed, by its proper Director

thereunto duly authorized this 7 day of JAN, 1998.

POMPANO BEACH FARMERS MARKET MANAGEMENT CORPORATION, INC.

(Corporate Seal)

By: Edward L. Myrick
Edward L. Myrick, Director/President

STATE OF FLORIDA)

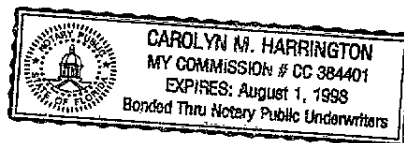
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared Edward L. Myrick, well known to me to be a Director and the President of POMPANO BEACH FARMERS MARKET MANAGEMENT CORPORATION, INC., a Florida corporation, and that he severally acknowledged executing the foregoing Articles of Dissolution freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true seal of said corporation.

WITNESS my hand and official seal in the State and County aforesaid, this 7 day of JANUARY, 1998.

Carolyn M. Harrington
Notary Public

My Commission Expires: 8/1/98



ART.DIS/PBFM/PBFMMC