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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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December 2, 1997

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL. 32314

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*****35.00 *****35.00

RE: Papason Foodmart, Inc.

TO WHOM IT MAY CONCERN:

Enclosed please find original and one copy of Articles of Dissolution for the above referenced corporation. Please forward confirmation of this Dissolution to our office.

Also enclosed is our check in the amount of \$35.00 representing your filing fee.

If you have any questions or require any further documentation, please advise.

Very truly yours,



M. Chris Edwards

cc: Yen Byer

VS DEC 15 1997

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ARTICLES OF DISSOLUTION OF
OF PAPASON FOODMART, INC., a Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to F.S. 607.1403, the undersigned corporations adopts these Articles of Dissolution.

1. The name of the corporation is PAPASON FOODMART, INC.
2. The names and respective addresses of its officers are as follows:

YEN BYER, President/Secretary/Treasurer
2512 Canterbury Dr. North
West Palm Beach, FL 33407

3. The names and respective addresses of its directors are as follows:

YEN BYER, President/Secretary/Treasurer
2512 Canterbury Dr. North
West Palm Beach, FL 33407

4. All liabilities and obligations of the corporation have been paid, to the extent such assets exist, or have been discharged.

5. No assets remain to be distributed to the shareholders according to their respective rights and interests.

6. There are no actions pending against the corporation.

7. A copy of the Shareholders Resolution approving the dissolution is attached hereto and made a part hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Dissolution this 24 day of Nov, 1997.

PAPASON FOODMART, INC.

By: Yen Byer
YEN BYER
President/Secretary/Treasurer

**RESOLUTION OF SHAREHOLDERS
OF PAPASON FOODMART, INC., a Florida Corporation
TO DISSOLVE CORPORATION**

WHEREAS, at a meeting of the Board of Directors of Papason Foodmart, Inc., the Board of Directors adopted a Resolution recommending that the Corporation be dissolved corporation and that the remaining assets be distributed to the creditors listed in the Director's resolution; and

WHEREAS, the Shareholders of the Corporation have duly met and considered the advisability of dissolving the corporation and distributing the remaining assets to the creditors listed in the Director's resolution; and

RESOLVED that the Corporation be dissolved; and

RESOLVED that the remaining assets be distributed to the creditors listed in the Director's resolution; and

RESOLVED that the proper officers of the Corporation are hereby authorized and directed to take such steps as are necessary to give effect to this Resolution.

DATED this 24 day of Nov, 1997.

PAPASON FOODMART, INC.

By: Yen Byer
YEN BYER, as an officer, director
and shareholder of Papason
Foodmart, Inc.