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October 1, 2001

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314
Attn: Corporations Division

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-10/03/01--01048--002
*****43.75 *****43.75

Re: B & T Greenhouses, Inc.

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Dissolution of the above Corporation, effective October 1, 2001, along with the Plan of Complete Liquidation and Dissolution. A check is also enclosed in the total amount of \$43.75 to cover the \$35.00 filing fee and the \$8.75 fee for the certified copy of the Articles of Dissolution.

Please endorse your approval of the Articles of Dissolution on the duplicate copy, and return a certified copy to me.

Thank you for your assistance.

Cordially yours,



Gwen D. Bloom

GDB:glg
Enclosures
cc: Chia Ton Lo, President

FILED
01 OCT -3 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vol/des

T. LEWIS OCT 8 2001

ARTICLES OF DISSOLUTION
OF B & T GREENHOUSES, INC.

FILED
01 OCT -3 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Dissolution:

Article I - Name of Corporation

The name of the corporation is B & T GREENHOUSES, INC. (hereinafter referred to as the "Corporation").

Article II - Date Dissolution Authorized

The dissolution of the Corporation was authorized on August 31, 2001.

Article III - Approval of Dissolution

The dissolution was approved by all of the shareholders of the Corporation by written consent dated August 31, 2001, pursuant to Section 607.0704 of the Florida Statutes, which is sufficient for approval.

Article IV - Effective Date of Dissolution

The Corporation shall be dissolved effective October 1, 2001.

Dated this 31 day of August, 2001.

B & T GREENHOUSES, INC.

By: [Signature]
CHIA TON LO, President

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF B & T GREENHOUSES, INC.
UNDER SECTION 331 OF THE INTERNAL REVENUE CODE

1. As soon as possible following the adoption of this Plan of Complete Liquidation and Dissolution (the "Plan"), B & T GREENHOUSES, INC., a Florida corporation (hereinafter the "Corporation") will cease the active conduct of its business, will wind up its affairs, will pay or provide for payment of all known obligations of the Corporation, and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims.
2. In the process of winding up its business affairs, CHIA TON LO, the sole employee of the Corporation ("LO"), shall not be entitled to a salary from the Corporation, except to the extent that accounts receivable are collected, which monies shall be paid in the form of salary to LO.
3. The director of the Corporation may from time to time authorize one or more distributions in cash or in kind, in a series of distributions in complete liquidation.
4. The foregoing distributions in complete liquidation shall be in exchange solely for, and in redemption and cancellation of, and in payment for, all of the outstanding capital stock of the Corporation owned by the sole shareholder.
5. This Plan shall be effective upon the approval and adoption of the Plan by the sole shareholder.
6. The officers and directors of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida, including the filing of Articles of Dissolution with the Secretary of State.
7. The officers and directors of the Corporation are hereby authorized, empowered and directed to do all things and take all actions which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including, without limitation, the execution and delivery of deeds, bills of sale, assignments, other instruments and documents, and the filing of returns and other documents with the appropriate officials of the State of Florida and the United States, including the final Federal and State corporate income tax returns and Forms 1096 and 1099.