FROM: DAN L. KERR POST OFFICE BOX 2531 UMATILLA, FLORIDA 32784 (352) 669-4753

> 000002531380--0 -05/21/98--01042--005 ******35.00 *****35.00

DATE: MAY 19, 1998

DEAR SIRS:

ENCLOSED IS A CHECK IN THE AMOUNT OF \$35.00 FOR FILING ARTICLES OF DISSOLUTION.FOR GEPPETTO'S, INC.

IF YOU HAVE ANY QUESTIONS, PLEASE CALL.

SINCERELY.

DAN L. KERR

1. Inic

ARTICLES OF DISSOLUTION

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FILED 98 MAY 21 PM 3:05 SECRETARY OF STATE TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, the undersigned corporation submits the following articles of dissolution:

| FIRST: | The name of the corporation is:GEPPETTO'S, INC. |
|---|--|
| | 925 EAST FIRST AVENUE, MOUNT DORA, FLORIDA 32757 |
| SECOND: | The date dissolution was authorized: MARCH 20, 1998 |
| THIRD: | Adoption of Dissolution (check one) |
| | \underline{X} Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval. |
| | Dissolution was approved by vote of the shareholders through voting groups. (The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve) |
| The number of votes cast for dissolution was sufficient for approval by SHAREHOLDERS (DAN KERR) (voting group). | |
| 0 | GEPPETTO ¹ /S., INC ² |
| · | By |
| | |