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*CERTIFIED CIRCUIT COURT MEDIATOR

P97000070526

May 27, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: The Sandwich Shoppe, Inc.

500002540925--6
-05/29/98--01073--003
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed are the original Articles of Dissolution of The Sandwich Shoppe, Inc. Also enclosed is a filing fee check in the amount of \$35.00.

Please file the Articles of Dissolution and return an acknowledgement to this office that the Articles have been received and filed.

Thank you for your courtesy.

Very truly yours,

Eddie M. Anderson

Eddie M. Anderson

EMA:mv
Enclosures
cc: Cheryl F. Spradley

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 29 AM 9:49

APPROVED
AND
FILED

OK
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HP
5-29-98

ARTICLES OF DISSOLUTION
OF
THE SANDWICH SHOPPE, INC.

1. These are Articles of Dissolution of THE SANDWICH SHOPPE, INC., a Florida corporation.

2. The name and address of its officer is as follows:

CHERYL F. SPRADLEY (President, Secretary, and Treasurer)
2001 Country Club Road
Lake City, Florida 32025

3. The name and address of its sole Director is as follows:

CHERYL F. SPRADLEY
2001 Country Club Road
Lake City, Florida 32025

4. All liabilities and obligations of the corporation have been paid.

5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the corporation in any court and there are no judgments or decrees against said corporation.

^{27CS} 7. A copy of the minutes of the special joint meeting on May 26, 1998 of the Stockholders and Directors of said corporation, during which the Stockholders voted to dissolve said corporation, is attached to these Articles of Dissolution.

8. The corporation was dissolved as of May ^{27CS} 26, 1998.

9. These Articles of Dissolution shall be delivered to the Department of State, accompanied by the payment of all fees.


CHERYL F. SPRADLEY, President

ACKNOWLEDGMENT

Before me, the undersigned officer, personally appeared this day CHERYL F. SPRADLEY, known to me to be the President of THE SANDWICH SHOPPE, INC., a Florida corporation, who executed the foregoing Articles of Dissolution, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the State and County aforesaid this 27th day of May, 1998.




Notary Public
My Commission Expires:

APPROVED
AND
FILED
98 MAY 29 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MINUTES OF SPECIAL JOINT MEETING OF STOCKHOLDERS
AND DIRECTORS OF
THE SANDWICH SHOPPE, INC.

A special joint meeting of the Stockholders and Directors of THE SANDWICH SHOPPE, INC., was held at the main place of business of the corporation in Lake City, Florida, at 10:00 a.m. on May ^{27CS} 26, 1998.

The following person was present at the meeting:

Cheryl F. Spradley

representing all of the outstanding shares of stock corporation, and also being the director of the corporation

Upon Motion made, seconded and unanimously carried the following Resolution was adopted:

RESOLVED, that the corporation wind up its business and dissolve itself, effective immediately, and that all officers and directors immediately execute Articles of Dissolution to be filed with the Florida Secretary of State.

There being no further business to come before the meeting, the meeting was adjourned.

DATED the ^{27CS} 26th day of May, 1998.


CHERYL F. SPRADLEY, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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I, the undersigned, being the sole Stockholder and sole Director of the Corporation, do hereby waive all notice of the foregoing meeting and do hereby ratify, approve, and confirm all that has occurred at said meeting, the minutes of which I have read, and in signification of such approval, ratification, and confirmation, and of my assent to any and all acts at said meeting, do hereby sign my name and affix my seal.



CHERYL F. SPRADLEY, President