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JAMES D. O'DONNELL

RENEE D. GROSSE

LEE MARINELLI *
OF COUNSEL

* ADMITTED IN WASHINGTON D.C.
VIRGINIA & TENNESSEE ONLY

September 17, 2002

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee FL 32399

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-03/20/02--01069--003
*****43.75 *****43.75

Re: Zellwin Management Group, Inc.

Dear Sir/Madam:

Enclosed for filing please find a Certificate of Dissolution for Zellwin Management Group, Inc. with Stockholders' Consent to a Plan of Complete Liquidation with attached corporate resolution and Agreement and Plan of Liquidation and Dissolution along with our check in the amount of \$43.75; \$35.00 to cover the filing fee and \$8.75 to cover the certified copy fee.

An additional copy of all of the above is enclosed. After the documents have been filed, please return a certified copy to us for our records in the enclosed envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,

Renée D. Grosse
Renée D. Grosse

RDG/ldr

Enclosures
/as stated

cc: Glenn Rogers
c:\wp\ldr\Zellwin\Secstate.911

FILED
02 SEP 20 AM 9:27
CLERK OF STATE
TALLAHASSEE, FLORIDA

75 9/30/02
Diss

OK TO FILE

Certificate of Dissolution

FILED

ZELLWIN MANAGEMENT GROUP, INC.

02 SEP 20 AM 9:27

Stockholder's Consent to a Plan of Complete Liquidation SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the sole stockholder of ZELLWIN MANAGEMENT GROUP, INC., a corporation created and existing under and by virtue of the laws of the State of Florida, deeming it advisable and mostly for the interests of said corporation that the same should forthwith be dissolved, hereby consents to the dissolution of said corporation, as provided for by the Corporation Law of the State of Florida, and does sign this consent to the end that it may be filed in the office of the Secretary of the State of Florida, as provided by law.

STOCKHOLDER

NUMBER OF SHARES

Zellwin Farms Company

100

By:

Glenn R. Rogers
President

Certificate of President and Secretary to
List of Names and Residence Addresses of
Directors and Officers

WE, the President and Secretary of ZELLWIN MANAGEMENT GROUP, INC., in accordance with the requirements of Corporation Law of the State of Florida and in order to obtain the dissolution of said corporation, as provided by said Law, DO HEREBY CERTIFY AS FOLLOWS:

The principal office of ZELLWIN MANAGEMENT GROUP, INC. in the State of Florida is at 6161 West Jones Avenue, City of Zellwood, in the County of Orange, and the agent in charge thereof, upon whom process against this corporation may be served at said address, is James D. O'Donnell, Esquire, O'Donnell & Grosse, 1648 Osceola Street, Jacksonville, Florida 32204.

The dissolution of said ZELLWIN MANAGEMENT GROUP, INC. has been duly authorized in accordance with the provisions of the corporation law of the State of Florida.

The following is a list of the names and residence addresses of the directors of the said corporation:

<u>NAME</u>	<u>RESIDENCE</u>
Glenn R. Rogers	2245 Morningside Drive Mt. Dora, FL 32757
Charles W. Kennedy	1111 Avalon Way Mt. Dora, FL 32757
Thomas L. Youngs	1450 Raintree Lane Mt. Dora, FL 32757
James M. Staley	2101 Overlook Drive Mt. Dora, FL 32757

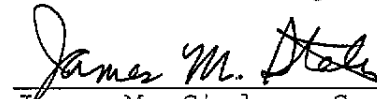
Margaret C. Jorgensen

1750 Sussex Drive
Mt. Dora, FL 32757

The following is a list of the names and residence addresses
of the officers of the corporation:

<u>NAME</u>	<u>RESIDENCE</u>
Glenn R. Rogers President	2245 Morningside Drive Mt. Dora, FL 32757
Charles W. Kennedy Vice President	1111 Avalon Way Mt. Dora, FL 32757
Thomas L. Youngs Vice President	1450 Raintree Lane Mt. Dora, FL 32757
James M. Staley Secretary	2101 Overlook Drive Mt. Dora, FL 32757


Glenn R. Rogers, President


James M. Staley, Secretary

STATE OF FLORIDA)
 : ss.:
COUNTY OF ORANGE)

BE IT REMEMBERED, that on this 29th day of December, 2001, personally came before me, a Notary Public of the County and State aforesaid, Glenn R. Rogers, President, and James M. Staley, Secretary of ZELLWIN MANAGEMENT GROUP, INC., a corporation of the State of Florida, the corporation described in the foregoing certificate, known to me personally to be such, and they the said Glenn R. Rogers as such President and James M. Staley as such Secretary duly executed such certificate before me and acknowledged the said certificate to be their act and deed and the act and deed of said corporation, that the signature of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President of said corporation and the Secretary of said corporation respectively, and that the

seal affixed to said certificate is the common, or corporate, seal of said corporation; that the attached and foregoing list of directors and officers with their addresses is true and correct; that the attached consent of stockholders has been signed, in person, by the sole stockholder of the corporation entitled to vote.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Suzan P. Roberts
Notary Public

c:\wp\ldr\zellwin\2MGInc.Ger



Suzan P. Roberts
MY COMMISSION # DD111985 EXPIRES
April 25, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

MINUTES OF SPECIAL JOINT MEETING OF
THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER OF
ZELLWIN MANAGEMENT GROUP, INC.

A meeting of the Board of Directors of Zellwin Management Group, Inc. was held at 10:30 A.M. in the office of the company at Zellwood, Florida on December 28, 2001. The following Directors were present:

Glenn R. Rogers
Charles W. Kennedy
Thomas L. Youngs

Margaret C. Jorgensen
James M. Staley

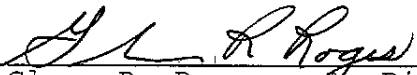
Glenn R. Rogers was also present as the President of Zellwin Farms Company, which is the sole shareholder of Zellwin Management Group, Inc.

The Directors thereupon executed the following Waiver of Notice.

WAIVER OF NOTICE

We the undersigned members of the Board of Directors of Zellwin Management Group, Inc., a corporation, being all of the Directors of said corporation, hereby waive all notice as to the time, place and purpose of a Special Meeting of said Board to be held at the office of the company in Zellwood, Florida at 10:30 A.M. on December 28, 2001 and consent to the transaction thereat of any business that may be properly presented.

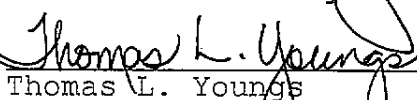
Witness our hands this 28 day of December, 2001.



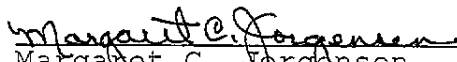
Glenn R. Rogers, as Director
and President of Sole
Shareholder.



Charles W. Kennedy



Thomas L. Youngs



Margaret C. Jorgensen



James M. Staley

Glenn R. Rogers, the President, presided at the meeting, and James M. Staley acted as Secretary of the meeting.

Mr. Rogers stated that the purpose of the meeting was to consider the formal dissolution of Zellwin Management Group, Inc. effective immediately. Mr. Rogers explained and everyone agreed that it was in the best interests of Zellwin Management Group, Inc. and its sole shareholder, Zellwin Farms Company, to formally dissolve Zellwin Management Group, Inc. After discussion, the following resolution was made, seconded and unanimously adopted:

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be formally dissolved;

RESOLVED, that a plan of liquidation (in the form attached hereto as Exhibit "A") be, and it hereby is, formulated to effect such liquidation and formal dissolution in accordance with the following resolutions;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any or all of the tangible assets of the Corporation, which in their judgment should be so sold or liquidated to facilitate the liquidation of the Corporation;

RESOLVED, that the proper officer of the corporation be, and they hereby are, authorized and directed to file a Certificate of Dissolution signed by the sole stockholder of Zellwin Management Group, Inc. with the Secretary of State of the State of Florida;

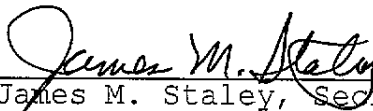
RESOLVED, that, after providing for all the proper debts of the Corporation, the remaining assets of the Corporation, including cash and furniture and fixtures, be distributed to the sole stockholder of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the

complete liquidation of the Corporation and the distribution of all its assets be commenced immediately, and that its subsequent formal dissolution and the distribution of all its assets be completed immediately; and

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem necessary or proper in order to carry out the liquidation and formal dissolution of the Corporation and fully to effectuate the purposes of the foregoing resolutions.

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


James M. Staley, Secretary

Approved:


Glenn R. Rogers President

EXHIBIT "A"

AGREEMENT AND PLAN OF LIQUIDATION

AGREEMENT AND PLAN OF LIQUIDATION made this 28 day of December, 2001, between ZELLWIN FARMS COMPANY, a Florida corporation, (hereinafter called the Shareholder), and ZELLWIN MANAGEMENT GROUP, INC., a Florida corporation (hereinafter called the Corporation).

WHEREAS, the Shareholder owns 100 shares of capital stock of the Corporation, which shares constitute all of the issued and outstanding capital stock of the Corporation; and

WHEREAS, the Shareholder wishes to approve, authorize and consent to the voluntary formal dissolution of the Corporation in accordance with the General Corporation Law of the State of Florida;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. The Shareholder approves, authorizes and consents to the voluntary formal dissolution of the Corporation, such dissolution to be effected immediately, and in accordance with the plan of liquidation set forth in this Agreement.
2. The Shareholder hereby authorizes the officers of the Corporation to file a Consent of Stockholder to Dissolution with the Secretary of State of the State of Florida.
3. The Shareholder hereby resolves that after payment of the Corporation's debts, or provision is made therefor, the officers of the Corporation shall distribute all of the remaining property of the Corporation in complete cancellation or redemption of all of its issued and outstanding capital stock, such distribution to be made as promptly as practicable.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed by their respective duly authorized officers as of the day and year first above written.

ZELLWIN FARMS COMPANY

By 
Glenn R. Rogers, President

ZELLWIN MANAGEMENT GROUP, INC.

By 
Glenn R. Rogers, President