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ACCOUNT NO. : 072100000032

REFERENCE : 579262 80749A

AUTHORIZATION : *Patricia Pysit*

COST LIMIT : \$ 43.75

FILED
00 JAN -7 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 7, 2000

ORDER TIME : 4:20 PM

ORDER NO. : 579262-005

CUSTOMER NO: 80749A

000003126810--5

CUSTOMER: Darol H. M. Carr, Esq
Farr Farr Emerich Sifrit And

2315 Aaron Street
Port Charlotte, FL 33952

DOMESTIC FILINGS

NAME: THE LITTER BOX, CORP

G. COULLETTE FEB 08 2000

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS: _____

RECEIVED
00 FEB -7 PM 4:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: THE LITTER BOX, CORP

SECOND: The filing date of the articles of incorporation was: July 28, 1998

THIRD: None of the corporation's shares have been issued.

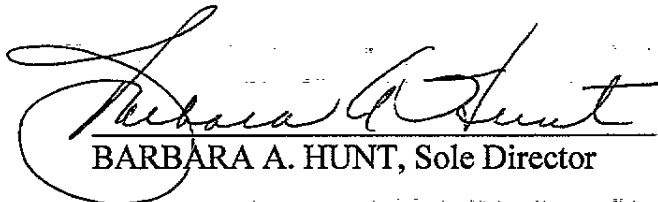
FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have
Been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution

A majority of the directors authorized the dissolution.

Signed this 3rd day of February, 2000.


BARBARA A. HUNT, Sole Director

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00 JAN - 7 PM 4: 55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOLE SHAREHOLDER'S AGREEMENT FOR DISSOLUTION
OF
THE LITTER BOX, CORP.
a Florida corporation

WHEREAS, the undersigned, being the sole shareholder of the capital stock of THE LITTER BOX, CORP., a corporation organized under the laws of the State of Florida, have determined that it would be advisable and in the best interest of the corporation and its sole shareholder for the corporation to be dissolved; now thereof, be it:

1. RESOLVED, that the sole shareholder of THE LITTER BOX, CORP. hereby consents to the dissolution of the corporation;
2. RESOLVED FURTHER, that the sole officer and sole director of THE LITTER BOX, CORP. is authorized and directed to take all actions necessary to wind up the affairs of the Corporation, including the lease, sale, conveyance, or assignment of any or all of the corporation's assets and to execute any documents or instruments necessary and incident thereto;
3. RESOLVED FURTHER, that the sole officer and sole director of THE LITTER BOX, CORP. is authorized and directed to apply the assets, in cash or in kind, of the corporation to the payment of its known debts and obligations, and after disposing of the assets of the corporation and making suitable provision for the payment of all of its known debts, the sole officer and sole director is authorized and directed to distribute the remainder of the corporation's assets to the sole shareholder in accordance with the adopted plan of distribution, according to her respective rights and interests.
4. RESOLVED FURTHER, that the sole officer and sole director is hereby authorized and required to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state, or local government in connection with or by reason of the liquidation and dissolution of THE LITTER BOX, CORP. or on behalf of the corporation, including U.S. Treasury Department Form 966.
5. RESOLVED FURTHER, that on completion of all liquidation actions, the sole officer and sole director of the corporation is hereby authorized and required to file all documents required by law to complete the winding up of the affairs and the dissolution of the corporation.

IN WITNESS WHEREOF, the undersigned have hereunto signed and sealed this instrument.

Executed on February 3, 2000 at Port Charlotte, Florida.

WITNESSES:

Stephen R. Grace
Stephen R. Grace, First Witness

Barbara A. Hunt
BARBARA A. HUNT, Sole Shareholder

Barbara S. Whidden
Barbara S. Whidden, Second Witness