

Division of Corporations

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P98000098121

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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DISSOLUTION

THE BANANA COMPANY

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 30, 1999

THE BANANA COMPANY
5306 LONGBOAT BLVD.
TAMPA, FL 33615

SUBJECT: THE BANANA COMPANY
REF: P98000098121

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen Gibson
Corporate Specialist

FAX Aud. #: H99000021271
Letter Number: 099A00043192

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

August 25, 1999

THE BANANA COMPANY
5306 LONGBOAT BLVD.
TAMPA, FL 33615

SUBJECT: THE BANANA COMPANY
REF: P98000098121

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

SINCE IT IS STATED IN #5 THAT THE WRITTEN CONSENT IS ATTACHED HERETO, IT MUST ALSO BE SUBMITTED.

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Karen Gibson
Corporate Specialist

FAX Aud. #: H99000021271
Letter Number: 499A00042628

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ARTICLES OF DISSOLUTION
OF
THE BANANA COMPANY

The undersigned, constituting the President and the Secretary of THE BANANA COMPANY, does hereby certify and affirm that the following are true and correct:

1. The name of Corporation: THE BANANA COMPANY.
2. Debts, Obligations and Liabilities: All debts, obligations and liabilities of THE BANANA COMPANY have been paid or discharged, or, adequate provision for same has been satisfactorily made.
3. Property and Assets: All property and assets of THE BANANA COMPANY will be distributed to its stockholders, in accordance with their rights and interests after such assets are used to satisfy the liabilities and obligations of THE BANANA COMPANY.
4. Pending Action: There are no actions pending against THE BANANA COMPANY in any court.
5. Stockholder Action: Attached hereto is an executed copy of the written consent of the stockholders of THE BANANA COMPANY to dissolve the Corporation. A total of one thousand (1000) shares out of one thousand (1000) shares voted for the dissolution.
6. Effective Date: These Articles of Dissolution were approved on the 13th day of August, 1999, and shall be effective as of the date of filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 17 day of August, 1999.

THE BANANA COMPANY
a Florida corporation

By: Alvin Bojar
Alvin Bojar, President and Secretary

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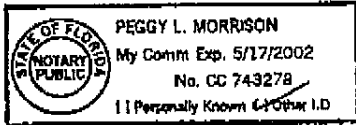
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STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this ____ day of August, 1999 by Alvin Bojar, as President and Secretary of THE BANANA COMPANY, a Florida corporation, on behalf of the Corporation. Said individual: [] (a) is personally known to me; or [] (b) has produced _____ (type of identification) as identification.

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Peggy L. Morrison
(Signature of Notary Public)

Peggy L. Morrison
(Print, Type or Stamp Commissioned Name of Notary Public)

2002
Date of Expiration and Number of Commission:

193101.01

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CERTIFIED COPY OF MINUTES OF SPECIAL
MEETING OF STOCKHOLDERS AND DIRECTORS
OF
THE BANANA COMPANY

A Special Meeting of the stockholders and directors of THE BANANA COMPANY (the "Corporation"), was held at the offices of the Corporation on the 13th day of August, 1999, pursuant to waiver of notice thereof.

Alvin Bojar presided at the meeting as President and Secretary.

All stockholders of the Corporation waived notice of a meeting.

Alvin Bojar and Michael Welch, as all the directors of the Corporation, waived notice of a meeting.

The President announced that the purpose of the meeting was to discuss and act upon a proposal to liquidate and dissolve the Corporation. After careful consideration, the following resolution was unanimously adopted by the stockholders and directors:

RESOLVED, that the following plan of complete liquidation of THE BANANA COMPANY, in accordance with the provisions of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended, be and is hereby adopted:

1. The officers and directors are authorized and directed to proceed promptly to wind up the Corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.
2. As soon as possible, counsel for the Corporation shall file Articles of Dissolution of the Corporation with the Secretary of the State of Florida, and the officers of the Corporation are authorized to execute all documents necessary in connection with the dissolution.
3. The Corporation's assets shall be distributed equally to the stockholders of the Corporation upon cancellation of the shares owned by such stockholders.

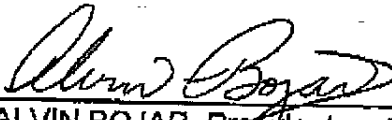
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4. The officers shall wind up the affairs of the Corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if they deem such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the stockholders, and cancel their shares; take all appropriate and necessary action to dissolve the Corporation under Florida law.
5. If a reserve is established for claims against the Corporation, the officers shall arrange for the distribution of any unused balance of the reserve to the stockholders as soon as practicable.

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

The undersigned certify and affirm that the aforementioned minutes properly evidence the actions taken by the stockholders and directors at a properly-held meeting.


ALVIN BOJAR, President and Secretary

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