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LEE MARINELLI *
OF COUNSEL
* ADMITTED IN WASHINGTON D.C.
VIRGINIA & TENNESSEE ONLY

March 7, 2000

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

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-03/09/00--01051--002
*****43.75 *****43.75

Re: GCT REAL ESTATE INVESTMENT HOLDING COMPANY, INC.

Dear Sir/Madam:

Enclosed for filing please find a Certificate of Dissolution for GCT Real Estate Investment Holding Company, 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 also enclosed. After the documents have been filed, please return a certified copy to us for our records.

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

Sincerely yours,


Renee D. Grosse

RDG/ldr

Enclosures
/as stated

cc: Glenn Rogers
c:\wp\ldr\zellwin\secstate.gct

FILED
00 MAR -9 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Dissolution

GCT REAL ESTATE INVESTMENT HOLDING COMPANY, INC.

Stockholders' Consent to a Plan of Complete Liquidation

THE UNDERSIGNED, being the sole stockholder of GCT REAL ESTATE INVESTMENT HOLDING COMPANY, 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
Glenn R. Rogers
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

WE, the President and Secretary of GCT REAL ESTATE INVESTMENT HOLDING COMPANY, 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 GCT REAL ESTATE INVESTMENT HOLDING COMPANY, 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 GCT REAL ESTATE INVESTMENT HOLDING COMPANY, INC. has been duly authorized in accordance with the provisions of the corporation law of the State of Florida.

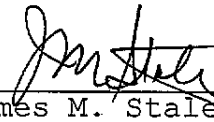
The following is a list of the names and residence addresses of the directors of the said corporation:

<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

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 14th day of FEBRUARY, 2000, personally came before me, a Notary Public of the County and State aforesaid, Glenn R. Rogers, President, and James M. Staley, Secretary of GCT REAL ESTATE INVESTMENT HOLDING COMPANY, 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.

Delores B. Miller
Notary Public



Delores B. Miller
MY COMMISSION # C0655381 EXPIRES
September 17, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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MINUTES OF SPECIAL JOINT MEETING OF
THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER OF GCT
REAL ESTATE INVESTMENT HOLDING COMPANY, INC.

A meeting of the Board of Directors of GCT Real Estate Investment Holding Company, Inc. was held at 10:00 A.M. in the office of the company at Zellwood, Florida on February 14, 2000. The following Directors were present:

Glenn R. Rogers	Thomas L. Youngs
Charles W. Kennedy	James M. Staley

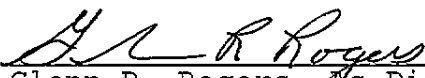
Glenn R. Rogers was also present as the President of Zellwin Farms Company, which is the sole shareholder of GCT Real Estate Investment Holding Company, Inc. (GCT).

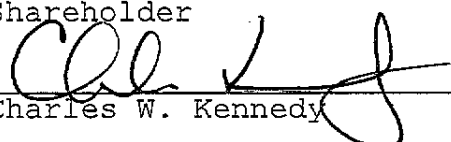
The Directors thereupon executed the following Waiver of Notice.

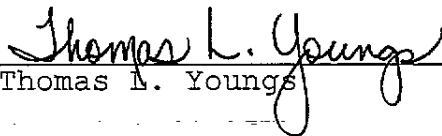
WAIVER OF NOTICE

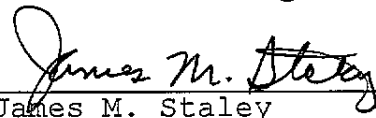
We the undersigned members of the Board of Directors of GCT Real Estate Investment Holding Company, Inc., a corporation, being all of the Directors of said corporation, hereby waive all notice as to the time, place and purpose of a Special Meeting of said Board to be held at the office of the company in Zellwood, Florida at 10:00 A.M. on February 14, 2000 and consent to the transaction thereat of any business that may be properly presented.

Witness our hands this 14th day of February, 2000.


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


Charles W. Kennedy


Thomas L. Youngs


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 GCT Real Estate Investment Holding Company, Inc. (GCT) effective immediately. Mr. Rogers explained that GCT had never transacted any business and to avoid any unnecessary costs, including those associated with the filing of an annual report, it would be in the best interests of GCT and its sole shareholder, Zellwin Farms Company, to formally dissolve GCT.

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;

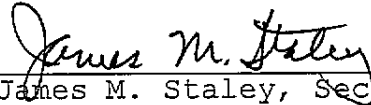
RESOLVED, that the proper officer of the corporation be, and they hereby are, authorized and directed to file a Certificate of Dissolution signed by the sole stockholder of GCT with the Secretary of State of the State of Florida;

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 14th day of February, 2000, between ZELLWIN FARMS COMPANY, a Florida corporation, (hereinafter called the Shareholder), and GCT REAL ESTATE INVESTMENT HOLDING COMPANY, 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

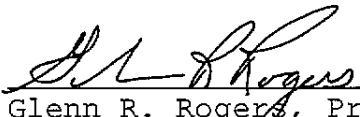
WHEREAS, the Shareholder wishes to approve, authorize and consent to the voluntary formal dissolution of the Corporation in accordance with the General Corporation Law of the State of Florida;

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

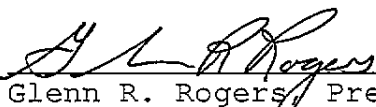
1. The Shareholder approves, authorizes and consents to the voluntary formal dissolution of the Corporation, such dissolution to be effected immediately, and in accordance with the plan of liquidation set forth in this Agreement.
2. The Shareholder hereby authorizes the officers of the Corporation to 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

GCT REAL ESTATE INVESTMENT
HOLDING COMPANY, INC.

By 
Glenn R. Rogers, President