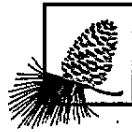


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ERIC ASH  
JODY LANE BROOKS  
WILLIAM G. CAPKO  
BETH ANN CARLSON  
MICHELLE DIFFENDERFER  
ROBERT P. DIFFENDERFER  
KENNETH W. DODGE  
AMY M. DUKES  
BRENNAL MALOUF DURDEN  
WAYNE E. FLOWERS  
JOHN W. FOREHAND  
WALTER E. FOREHAND



LEWIS, LONGMAN & WALKER, P.A.  
ATTORNEYS AT LAW

MELISSA GROSS-ARNOLD  
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TERRY E. LEWIS  
JAMES W. LINN  
ANNE LONGMAN  
G. STEPHEN MANNING  
DAVID E. RAMBA  
KENNETH G. SPILLIAS  
EDWIN A. STEINMEYER  
GLENN E. THOMAS  
STEPHEN A. WALKER

REPLY TO: JACKSONVILLE

December 19, 2001

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

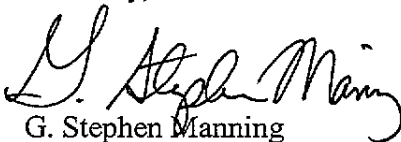
RE: Articles of Dissolution for Peerless Big Apple, Inc.

Dear Sir or Madam:

Enclosed for filing is an original and one (1) copy of the executed Articles of Dissolution for Peerless Big Apple, Inc. Also enclosed is a check in the amount of \$43.75 for the filing fee and a certified copy of the Articles of Dissolution. Please return the certified copy to the undersigned at 9428 Baymeadows Road, Suite 625, Jacksonville, FL 32256.

Call me should any additional information be required or should you have any questions concerning the Articles of Dissolution.

Sincerely,

  
G. Stephen Manning

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-12/20/01--01038--012  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

GMS/mlo

C. Coulliette DEC 20 2001

C: E. O. Harwell, Jr.

FILED  
2001 DEC 20 PM 1: 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Jacksonville Office  
9428 Baymeadows Road  
Suite 625  
Jacksonville, Florida 32256  
(904) 737-2020 • Fax (904) 737-3221

Tallahassee Office  
Post Office Box 10788 (32302)  
125 South Gadsden Street • Suite 300  
Tallahassee, Florida 32301  
(850) 222-5702 • Fax (850) 224-9242

West Palm Beach Office  
1700 Palm Beach Lakes Boulevard  
Suite 1000  
West Palm Beach, Florida 33401  
(561) 640-0820 • Fax (561) 640-8202

**ARTICLES OF DISSOLUTION**  
**OF**  
**PEERLESS BIG APPLE, INC.**

Pursuant to Section 607.1403 of the Florida Statutes, the undersigned Corporation adopts these Articles of Dissolution.

**FIRST:** The name of the Corporation is Peerless Big Apple, Inc.


**SECOND:** The dissolution was authorized by Unanimous Written Consent of the Shareholders pursuant to Section 607.0704, Florida Statutes on December 18, 2001.

**THIRD:** The Articles of Dissolution ("Articles") will take effect on the date of the Florida Department of State's filing of these Articles.

Signed this 18<sup>th</sup> day of December, 2001.

**PEERLESS BIG APPLE, INC.**

By: \_\_\_\_\_

  
Everett O. Harwell, Jr.  
Its President

**FILED**  
**2001 DEC 20 PM 1:30**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**