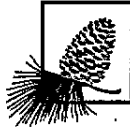


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REPLY TO: JACKSONVILLE

December 19, 2001

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


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

GMS/mlo

C: E. O. Harwell, Jr.

C. Coulliette DEC 20 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 18th day of December, 2001.

PEERLESS BIG APPLE, INC.

By: _____


Everett O. Harwell, Jr.
Its President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA