

P99000077418

SEARS & MANUEL, P.A.

ATTORNEYS AT LAW
511 NORTH FERNCREEK AVENUE
ORLANDO, FLORIDA 32803

(407) 896-9068
(407) 896-6929 FAX

JAMES W. SEARS
CERTIFIED MEDIATOR

MELISSA D. MUNROE

August 24, 2000

Corporate Records Bureau
Division of Corporation
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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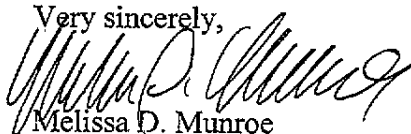
RE: Agricultural Packing & Supply, Inc.

Dear Sir or Madame:

Enclosed please find the original, executed Statement of Consent to Dissolve the Corporation known as Agricultural Packaging & Supply, Inc., as well as the Articles of Dissolution. Please file these documents with the department and officially dissolve the Corporation.

Thank you for your assistance in this matter. Please do not hesitate to contact me if You need anything further.

Very sincerely,



Melissa D. Munroe

mdm/mks
enclosures

FILED
00 SEP - 6 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. LEWIS SEP 6 2000

SEARS & MANUEL, P.A.

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511 NORTH FERNCREEK AVENUE
ORLANDO, FLORIDA 32803

(407) 896-9068
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JAMES W. SEARS
CERTIFIED MEDIATOR

MELISSA D. MUNROE

August 8, 2000

Corporate Records Bureau
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

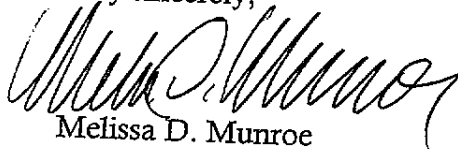
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Very sincerely,



Melissa D. Munroe

enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 15, 2000

MELISSA D. MUNROE, ESQ.
SEARS & MANUEL, P.A.
511 NORTH FERNCREEK AVENUE
ORLANDO, FL 32803

SUBJECT: AGRICULTURAL PACKAGING & SUPPLY, INC.
Ref. Number: P99000077418

We have received your document for AGRICULTURAL PACKAGING & SUPPLY, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 900A00043751

RECEIVED
00 SEP - 6 AM 9:51
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION

AGRICULTURAL PACKAGING & SUPPLY, INC., a Florida Corporation, executes the following articles of dissolution pursuant to section 607,1403 of the Florida Business Corporation Act:

First: The name of the corporation is Agricultural Packaging & Supply, Inc.

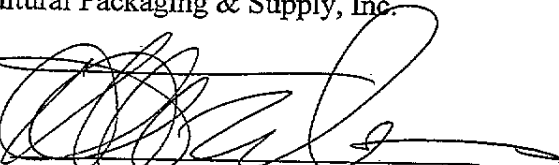
Second: The shareholders of the company approved the dissolution of the company on July 20, 2000.

Third: The number of votes cast by the shareholders of the company of dissolution was sufficient for approval of that action.

Executed July 20, 2000.

Agricultural Packaging & Supply, Inc.

By:


HARVEY S. TUTTEN, President

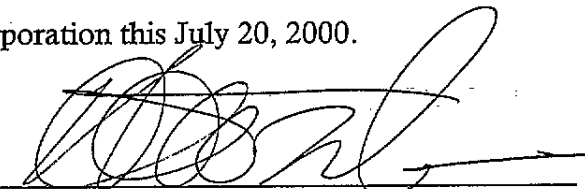
FILED
00 SEP - 6 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT OF CONSENT TO DISSOLVE
CORPORATION BY SHAREHOLDERS
OF
AGRICULTURAL PACKAGING & SUPPLY, INC.

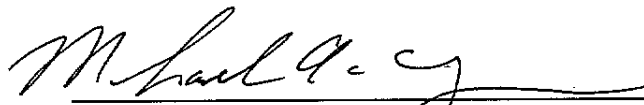
The undersigned, holding shares of capital stock of AGRICULTURAL PACKAGING & SUPPLY, INC., a Florida corporation, pursuant to §607.0704, Florida Statutes, do hereby consent to and take the following action in lieu of holding a meeting of shareholders of the corporation, to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting::

Pursuant to the provisions of Section 607.1402 Florida Business Corporation Act, the undersigned Corporation submits the following statement of intent to dissolve the Corporation by written consent of all of its stockholders.

All of the Stockholders of AGRICULTURAL PACKAGING & SUPPLY, INC. hereby authorize the dissolution of the Corporation this July 20, 2000.



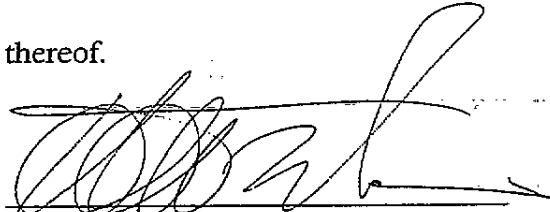
HARVEY S. TUTTEN, Pres,
Director and Stockholder



MICHAEL ANTHONY VEOMANS, V. Pres.,
Director and Stockholder

WAIVER OF NOTICE
SPECIAL MEETING OF STOCKHOLDERS
of
AGRICULTURAL PACKAGING & SUPPLY, INC.

The undersigned, being all of the Directors of the corporation of AGRICULTURAL PACKAGING & SUPPLY, INC, hereby agrees and consents that a special meeting thereof be held at 10:00 o'clock in the forenoon on the 20 day of July, 2000, at 511 N. Ferncreek Avenue, Orlando, FL 33803, and hereby waive notice of said meeting and any adjournment thereof.



HARVEY S. TUTEN



MICHAEL ANTHONY YEOMANS

Dated: July 20, 2000.