

CAPITAL CONNECTION, INC.

17 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8888 • 1-800-342-8888 • (850) 223-1222

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Frontier Fresh of Indian
River, Inc.

file 1st

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-02/01/00-01078-017
*****43.75 *****43.75

Art of Inc. File	_____
LTD Partnership File	_____ <i>dis</i>
Foreign Corp. File	_____
L.C. File	_____
Fictitious Name File	_____
Trade/Service Mark	_____
Merger File	_____
Art. of Amend. File	_____
RA Resignation	_____
<input checked="" type="checkbox"/> Dissolution / Withdrawal	_____
Annual Report / Reinstatement	_____
<input checked="" type="checkbox"/> Cert. Copy	_____
Photo Copy	_____
Certificate of Good Standing	_____
Certificate of Status	_____
Certificate of Fictitious Name	_____
Corp Record Search	_____
Officer Search	_____
Fictitious Search	_____
Fictitious Owner Search	_____
Vehicle Search	_____
Driving Record	_____
UCC 1 or 3 File	_____ <i>dis</i>
UCC 11 Search	_____ <i>dis</i>
UCC 11 Retrieval	_____
Courier	_____

RECEIVED
00 FEB - 1 PM 12:03
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
00 FEB - 1 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature _____

Requested by: CD 2-1-00 11:00
Name Date Time
Walk-In _____ Will Pick Up _____

ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403
OF THE FLORIDA BUSINESS CORPORATION ACT
OF
FRONTIER FRESH OF INDIAN RIVER, INC.

FILED
FEB - 1 PM 4 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State
P. O. Box 6327
Tallahassee, FL 32314

Date Paid: _____

Filing Fee: _____

Pursuant to the provisions of §607.1403 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is FRONTIER FRESH OF INDIAN RIVER, INC.

2. The names and respective addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Richard L. Kimes	President/Secretary/Treasurer	601 U.S. Highway #1 Vero Beach, FL 32962
Michael D. Perry	Treasurer	601 U.S. Highway #1 Vero Beach, FL 32962

3. The names and respective addresses of the directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Richard L. Kimes	601 U.S. Highway #1 Vero Beach, FL 32962
Michael D. Perry	601 U.S. Highway #1 Vero Beach, FL 32962
Brian D. Stork	601 U.S. Highway #1 Vero Beach, FL 32962
H. Donald Stork	601 U.S. Highway #1 Vero Beach, FL 32962

4. Dissolution was authorized on January 3, 2000.

5. The number of votes cast for dissolution was sufficient for approval.
6. All liabilities and obligations of the corporation have been paid or discharged.
7. No property or assets remained to be distributed among the shareholders of the corporation after the payment of all debts, obligations, and liabilities of the corporation.
8. There are no actions pending against the corporation in any court.
9. The corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the shareholders on January 3, 2000. A copy of the resolution is attached to these articles.

Dated Sept Jan 18 2000


RICHARD L. KIMES, President

ATTEST:


RICHARD L. KIMES, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA

COUNTY OF INDIAN RIVER


Before me, the undersigned authority, personally appeared RICHARD L. KIMES, who is personally known to me and/or who produced _____ as identification, and who acknowledged to and before me that he executed said instrument as President and Secretary, respectively, of FRONTIER FRESH OF INDIAN RIVER, INC., a Florida corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said Corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 18th day of January, 2000.



Connie J. Gray
MY COMMISSION # CC830824 EXPIRES
April 27, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

(SEAL)


Notary Public, State of Florida
Connie J. Gray
Printed Name of Notary
My Commission Expires:

SHAREHOLDERS' RESOLUTION APPROVING DISSOLUTION

Since the Board of Directors of the corporation, at a meeting held on January 3, 2000, at 601 U.S. Highway #1, Vero Beach, FL 32962, adopted resolutions recommending the dissolution of this corporation and ordering that the issue of dissolution be submitted to a vote of shareholders at this meeting; and

Since the undersigned, being the majority shareholders of the outstanding shares of the corporation, voted to authorize dissolution; it is

RESOLVED, that FRONTIER FRESH OF INDIAN RIVER, INC., a Florida corporation, be dissolved; and

FURTHER RESOLVED, that the appropriate officers of the corporation are directed to cease the business operations of the corporation, except any action that may be necessary to wind up and liquidate the corporation's business and affairs, and to take any further action that may be necessary or appropriate to carry out the intent of this resolution.

DATED: January 3, 2000


BRIAN D. STORK


H. DONALD STORK

WRITTEN ACTION OF DIRECTORS
of
FRONTIER FRESH OF INDIAN RIVER, INC.

Pursuant to §607.1402, Florida Statutes, the undersigned, being all of the Directors of FRONTIER FRESH OF INDIAN RIVER, INC., a Florida corporation, hereby take the following action in lieu of a meeting thereof and all statutory and bylaw requirements pertaining to the time, manner and place of same are hereby waived:

BE IT RESOLVED that FRONTIER FRESH OF INDIAN RIVER, INC., be completely liquidated and dissolved; and

BE IT FURTHER RESOLVED, subject to ratification, approval and adoption by the Shareholders of FRONTIER FRESH OF INDIAN RIVER, INC., that the complete liquidation and dissolution of the Corporation be effected under the Plan of Complete Liquidation and Dissolution attached hereto and incorporated herein by reference as Exhibit "A"; and

BE IT FURTHER RESOLVED that a special meeting of the Shareholders be called for the 3rd day of January, 2000, for the purpose of submitting the attached Plan of Complete Liquidation and Dissolution to the Shareholders for ratification, approval and adoption; and

BE IT FURTHER RESOLVED that if the foregoing plan of complete liquidation and dissolution is ratified, approved and adopted by the Shareholders, the Officers and Directors of the Corporation be authorized, empowered and directed to do any and all things in its name and behalf which they deem necessary and advisable to carry out the purposes and intentions of such plan.


DATED at Vero Beach, Florida, this 3rd day of January, 2000.



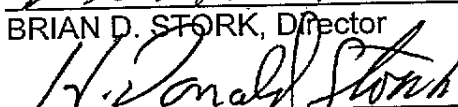
RICHARD L. KIMES, Director



MICHAEL D. PERRY, Director



BRIAN D. STORK, Director



H. DONALD STORK, Director

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF FRONTIER FRESH OF INDIAN RIVER, INC.

This Plan of Complete Liquidation (hereinafter called the "Plan") is for the purpose of effecting the complete liquidation and dissolution of **FRONTIER FRESH OF INDIAN RIVER, INC.** (hereinafter called the "Company"), in accordance with §607.1402, Florida Statutes, pursuant to the following steps:

1. **Plan of Liquidation.** The Company has issued 1,000 outstanding shares of common stock, with a par value of One Dollar (\$1.00) each. The Company will cease the active conduct of its business and wind up its affairs and will liquidate and distribute all of its assets in complete liquidation, less any assets retained to meet claims, beginning on the date of adoption of this Plan of Complete Liquidation by the Shareholders of the Corporation.
2. **Negotiation of Terms by Officers and Directors.** The Officers and Directors of the Company are authorized, from time to time, to negotiate and to consummate sale of all or any portion or portions of the properties of the Company, on such terms and conditions as they, in their discretion, shall deem beneficial to the Company, including the assumption by the purchaser or purchasers of any or all liabilities of the Company, subject to any requisite approval or other action by the Shareholders of the Company.
3. **Intermediate Distributions.** The Directors may, from time to time, authorize one or more distributions to the property of the Company, in cash or in kind, in a series of distributions and complete liquidation, retaining such assets as they may deem necessary to meet claims or liabilities to the Company, and to continue the operation of such properties of the Company as have not been sold at the time of any such distribution.
4. **Payment of Liabilities.** As of the date of this Plan, the Company has no assets remaining to distribute to the shareholders.
5. **Cancellation of Outstanding Shares.** Except for the foregoing distributions, the complete liquidation shall be in exchange solely for and in complete redemption and cancellation of, and in payment for, all of the outstanding common shares of the Company, and the Shareholders shall, if the Directors so determine, surrender their certificates for such shares for recording thereon receipt of distributions prior to final distribution, and shall surrender such certificates for cancellation upon receipt of the final distribution herein authorized.
6. **Dissolution.** The Officers and Directors of the Company shall proceed with the voluntary dissolution of the Company pursuant to §607.1402 of the Statutes of the

EXHIBIT "A"

State of Florida, at such time, not later than twelve (12) months after the adoption of this Plan by the shareholders, as they may deem appropriate, and may withdraw the Company from qualification in any other State whenever they deem such action appropriate.

7. **Authorization to Execute and File Documents.** The Officers and Directors of the Company are authorized, empowered, and directed to execute and file all documents which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including a Certificate of Dissolution under the laws of the State of Florida and information returns on Treasury Department Forms 966, 1096, and 1099L, together with income tax returns and the information required by the applicable regulations.

8. **Authorization of Necessary Acts.** The Officers and Directors of the Company are hereby authorized, empowered and directed to do any and all other things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan. They shall be held harmless by the Company for any action under this Plan taken in good faith and any expenses or liabilities so incurred by them shall be that of the Company.

9. **Abandonment.** If a sale of all the properties and assets of the Company is not consummated before the end of the 12-month period beginning on the date of the adoption of the Plan by the Shareholders, the Board of Directors may abandon the Plan and all action contemplated hereby. Upon such abandonment, the Plan shall be void.

10. **Intent.** It is intended that this Plan of Complete Liquidation and Dissolution shall be a plan of complete liquidation under the terms of Section 331 of the Internal Revenue Code of 1986, as amended. This Plan shall be deemed to authorize such action as, in the opinion of counsel for the Company, may be necessary to conform its provisions to such Section 331.

C:\OFFICE\WPWIN\DOCS\IPAB\CORP\VB\CP\FRONTIER\DISSOLVE\PLAN.LIQ