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ACCOUNT NO. : 072100000032

REFERENCE : 858120 137709A

AUTHORIZATION :

Patricia Pizuto

COST LIMIT : \$ 43.75

ORDER DATE : October 10, 2000

ORDER TIME : 10:51 AM

ORDER NO. : 858120-010

CUSTOMER NO: 137709A

CUSTOMER: Merritt Gardner, Esq
Gardner Wilkes Shaheen &
2650 Suntrust Financial Center
401 East Jackson Street
Tampa, FL 33602

FILED
00 OCT 10 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILINGS

200003420562--3

NAME: CRISPERS, INC.

XX ARTICLES OF DISSOLUTION

Q. COULLETTE OCT 10 2000

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight EXT: 1156

EXAMINER'S INITIALS:

RECEIVED
00 OCT 10 AM 11:33
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS

ARTICLES OF DISSOLUTION
OF
CRISPERS, INC.

FILED
OCT 10 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CRISPERS, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to dissolve in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

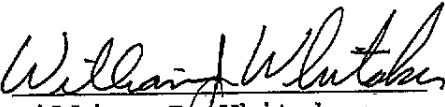
1. The name of this Corporation is: CRISPERS, INC.
2. All debts, obligations and liabilities of the Corporation have been paid, provided for or discharged and there otherwise remain outstanding no debts, obligations and/or liabilities of the Corporation.
3. All property to which it is entitled has been distributed to the sole stockholder of the Corporation after having paid or accounted for the liabilities and obligations of the Corporation.
4. There are no actions pending against the Corporation in any court.
5. The Corporation elected to dissolve by the unanimous written consent of the sole stockholder of the Corporation, adopted on the 30 day of SEPT, 2000, under and pursuant to Sections 607.1402(6) and 607.0704, Florida Statutes, which action by the sole stockholder of the Corporation was sufficient for approval of

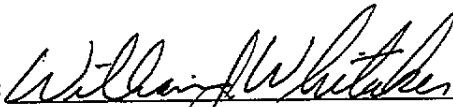
such dissolution, and, a certified copy of the resolutions directing the dissolution of this Corporation is attached to the Articles of Dissolution and marked Exhibit "A".

6. These Articles of Dissolution shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid, and thereafter, the existence of this Corporation shall cease, except for the purpose of suits, other proceedings, and appropriate corporate action by the stockholder, directors and officers as provided in Chapter 607, Florida Statutes.

ATTEST:

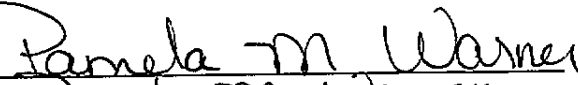
CRISPERS, INC.


William J. Whitaker
Secretary

By: 
William J. Whitaker
President

BEFORE ME, the undersigned authority, on this 30 day of Sept., 2000, personally appeared William J. Whitaker who acknowledged to me that he signed the foregoing Articles of Dissolution as the Corporation's President for the uses and purposes therein stated. He is personally known to me.

NOTARY PUBLIC:

Sign: 
Print: Pamela M. Warner
State of Florida at Large
My Commission Expires: 5/22/2004

ATTESTATION OF SECRETARY

I HEREBY CERTIFY that I am the duly elected and acting Secretary of CRISPERS, INC., and that set forth below are true and correct resolutions adopted by the written consent of the sole shareholder of CRISPERS, INC., and that the resolutions were duly adopted according to law and remain in full force and effect as of the date of this attestation:

* * * * *

RESOLVED, that this Corporation be liquidated and dissolved in accordance with the provisions of Chapter 607 of the Florida Statutes;

RESOLVED, that in furtherance of such plan of complete liquidation and dissolution, the officers of this Corporation be, and they hereby are, authorized and directed to take the following steps, all with the intent of maximizing the return to the sole stockholder:

(a) To wind up the business of the Corporation as fast as practicable consistent with the goal of minimizing liquidation losses, it being understood that no new business ventures or operations will be undertaken and that existing operations will be continued only to the extent necessary or desirable to conduct an orderly liquidation and dissolution in accordance with the aforesaid goals;

(b) To sell or otherwise dispose of such of the assets of the Corporation to such person or persons, at such time or times, and on such terms as they deem appropriate or desirable;

(c) To settle, provide for or otherwise pay the liabilities of the Corporation;

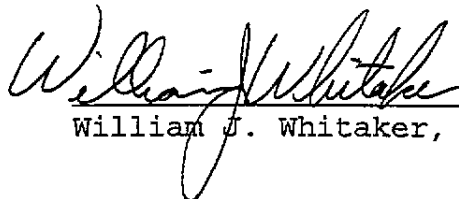
(d) To make a liquidating distribution or distributions of the remaining assets of the Corporation in kind to the sole stockholder of the Corporation, at such time and in such manner as they deem appropriate and proper, but in any event on or before December 31, 2000;

(e) To pay all fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and fully to effectuate the purposes of the foregoing resolutions; and

RESOLVED, that upon completion of the liquidation and distribution of the property pursuant to the foregoing resolutions, the Corporation shall be formally dissolved under the laws of the State of Florida, on or before December 31, 2000, and the officers be, and they hereby are, authorized and directed to do all things necessary and proper to effect such dissolution, including the execution of any and all documents necessary or proper in connection therewith.

* * * * *

DATED this 30 day of SEPTEMBER, 2000.



William J. Whitaker, Secretary