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November 25, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Our File No.: 97-0299
Harold's Farm Supply, Inc.

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-12/01/97--01134--016
*****35.00 *****35.00

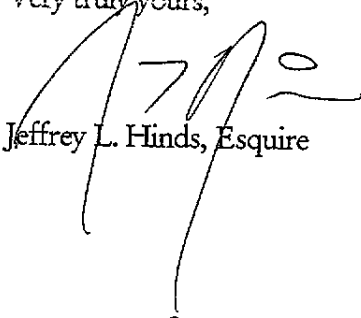
Dear Sir or Madam:

Enclosed, please find an original and one copy of the Articles of Dissolution of Harold's Farm Supply, Inc., and a Resolution of Shareholders adopting said Articles of Dissolution and the attached Liquidation Plan together with my general office account draft number 10012 in the amount of \$35.00 and a self addressed stamped envelope. I would appreciate if at this time you would file Articles of Dissolution of Harold's Farm Supply, Inc. and the enclosed Resolution, thus effecting the dissolution of said corporation.

Pursuant to my telephone conversation with Cheryl of your department, I have enclosed the copy so that I might have it returned time and date stamped "filed" by your department.

The cooperation of your office is greatly appreciated. Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Jeffrey L. Hinds, Esquire

JLH\dlc

Enclosures

cc: Harold & Anola Stutzman

d:\data\1997\97-0299\ltr-2

Diss.
12-5-97
CC

97 DEC -1 PM 12:57

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION

of

HAROLD'S FARM SUPPLY, INC.

Pursuant to section 607.1403, Florida Statutes, the undersigned corporation submits the following articles of dissolution:

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 DEC -1 PM 12:57

FIRST: The name of the corporation is: HAROLD'S FARM SUPPLY, INC.

SECOND: The date dissolution was authorized: 11 November 1997

THIRD: Adoption of Dissolution (check one)

 X Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

 Dissolution was approved by vote of the shareholders through voting groups.

The number of votes cast for dissolution was sufficient for approval by all holders of common stock, the only authorized class of stock.

Signed this 11th day of November, 1997.

HAROLD'S FARM SUPPLY, INC.

By: Harold D. Stuzman
HAROLD D. STUZMAN
President

LIQUIDATION PLAN

1. HAROLD'S FARM SUPPLY, INC., a corporation organized by and under the laws of the State of Florida shall proceed to a complete liquidation according to the procedure set forth in this Plan.

2. The Plan shall be approved by the Board of Directors at a meeting called for that purpose, and, upon such approval, the Plan shall be deemed to have been adopted. Notice of the adoption of the Plan shall be given to the Director of Internal Revenue, in the appropriate office, within thirty (30) days thereafter, in accordance with Section 6043 of the Internal Revenue Code, upon an appropriate form, as prescribed in said Code.

3. The shareholders of said Corporation shall promptly meet, upon a proper call for such meeting, to consider a resolution ratifying the action of the Board of Directors, after having examined the Plan and proposed terms and conditions for the sale of all its assets. The affirmative vote of holders of record, and entitled to vote, of at least two-thirds of all such outstanding shares, shall be necessary to pass the resolution, and no agreement for the sale of the Corporation's assets shall be binding unless the Plan is thus approved by the shareholders.

4. Upon the adoption of this Plan of complete liquidation the Corporation will thereupon do no further business unless it be necessary to wind up its affairs. The corporation shall sell its assets, publicly or by private sale, and pay or provide for its debts and liabilities.

5. The Directors shall declare, and issue, partial distributions resulting from the sale, and from its surplus, if any, to the shareholders, as soon as practicable thereafter. Such distributions shall be made prior to January 1, 1998, plan of complete liquidation, except that the Corporation may either retain sufficient cash or property to meet claims, or require the buyer or buyers of the corporate assets to assert any claim, or claims, for liability prior to the expiration of said twelve (12) month period.

6. After the consummation of the sale of the corporate assets under this Plan, the said Corporation shall be dissolved in accordance with the laws of the State of Florida, and, after the payment of the liabilities of the Corporation, and less any amounts needed to meet claims the balance shall be distributed to the shareholders in the proportions of their holdings of the total stock issued and outstanding. Such distribution shall be made prior to January 1, 1998.

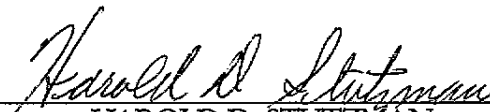
7. The Officers of the Corporation, so authorized by the Board of Directors, and by law, shall perform such acts as are necessary to carry out the details of the Plan, shall execute, acknowledge and deliver all deeds, bills of sale, and any other documents necessary to transfer the Corporation's assets and to carry out the Plan as hereinbefore set forth.

RESOLUTION
of
SHAREHOLDERS
of
HAROLD'S FARM SUPPLY, INC.

The following resolution was offered: Resolved, that, as recommended in a resolution adopted by the Board of Directors at its meeting on 5 November, 1997, the Liquidation Plan presented to the meeting be, and the same is hereby approved and adopted, and the corporation shall be dissolved pursuant to said plan.

The above stated resolution was then voted upon. One Hundred (100) shares of the common stock voted for the resolution and zero (0) shares of such stock voted against the resolution. The chairman thereupon announced that a majority of all of the outstanding shares of the corporation and a majority of the outstanding shares of each class of shares had affirmatively voted for such resolution and that, therefore, such resolution was duly adopted by the shareholders.

Dated: 5 November, 1997


HAROLD D. STUTZMAN
Shareholder


ANOLA C. STUZMAN
Shareholder


TIMOTHY D. STUTZMAN
Shareholder