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March 7, 1997

Florida Secretary of State
Sandra Barringer Mortham
The Capitol, Plaza Level 2
Tallahassee, FL 32399-0250

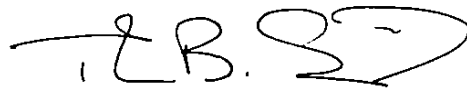
Re: Oak Hill Citrus Growers Association
Vendor No. F 59-0300240

FILED STATE
SECRETARY OF STATE
97 MAR 15 AM 10:05

Gentlemen:

Enclosed for filing is a copy of the Final Judgment of Dissolution of Oak Hill Citrus Growers Association.

Very truly yours,



Thomas B. Smith

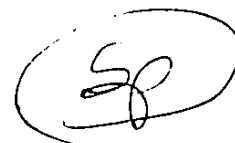
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Enclosure

cc: John C. Deal
W.M. Gillespie, Esq.

Count Ordered
Dissolution

per
OK KB



IN THE CIRCUIT COURT OF THE SEVENTH JUDICIAL CIRCUIT
IN AND FOR VOLUSIA COUNTY, FLORIDA

IN RE:

OAK HILL CITRUS GROWERS
ASSOCIATION, a corporate
cooperative association
under the laws of Florida.

CASE NO.: 91-3273-CI-CI F
Division: F

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 15 AM 10:05

FINAL JUDGMENT

THIS CAUSE came on to be heard by the Court upon the Motion of the Trustees ("Trustees") of the Oak Hill Citrus Growers Association (the "Association") for the entry of final judgment, and the Court being duly advised in the premises, it is

ADJUDGED as follows:

1. This Court has jurisdiction of this proceeding and venue is proper.
2. On June 29, 1992, this Court granted the petition of the Association for dissolution pursuant to § 618.25 Florida Statutes. The Court dissolved the Association but ordered that it continue as a body corporate for the purpose of prosecuting and defending lawsuits and settling its affairs. At that time, the Court appointed Woodrow V. Stewart, John C. Deal, Jr. and O.L. Lee as a Board of Trustees of the real and personal property, rights, liens, priorities, privileges and choses in action wherever situated, owned by the Association. On June 10, 1993, Woodrow V. Stewart became deceased; thereafter, this Court entered its order appointing Joseph A. Kennard to serve as successor-trustee.
3. The Trustees have faithfully and fully performed all of the acts within the scope of their duties and have fulfilled their obligations in this proceeding.
4. All actions necessary to wind up and conclude the Association's affairs have been performed.

5. The Association is dissolved and shall cease to be a body corporate effective immediately.

6. The Trustees, John C. Deal, Jr., O.L. Lee and Joseph A. Kennard are hereby released and discharged from any further obligations in this proceeding and shall go hence without day, free from any liability for the manner in which they have handled the affairs of the Association.

7. Pursuant to § 607.1433(1) Florida Statutes, the Clerk of this Court is hereby directed to deliver a certified copy of this judgment to the Department of State for filing.

ORDERED in Chambers at Daytona Beach, Volusia County, Florida, this 4th day of March, 1997.

R. K. ROUSE, JR.

CIRCUIT JUDGE

ROBERT ROUSE

Circuit Judge

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and accurate copy of the foregoing was furnished via U.S. Mail to W. M. Gillespie, Esq., Gillespie and Gillespie, P.A., P. O. Drawer 580, New Smyrna Beach, FL 32170-0580 and Thomas B. Smith, Esq., Maguire, Voorhis & Wells, P.A., P.O. Box 633, Orlando, FL 32802 this 4th day of March, 1997.

/s/ MICHELE SIMON

Judicial Assistant