ADDRESS NEW OWNER AND SEND TAX BILLS TO:
Sunstate Foods (U.S.A.) Inc.
c/o Harlan Dodson, III, Esq.
Dodson, Parker & Behm
306 Gay Street Suite 400
Nashville, Tn.
37201

Map 91-8
Parcel 23

Box 35
#268489

SPECIAL WARRANTY DEED

BOOK 8931 PAGE 631

STATE OF TENNESSEE §
§ **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF DAVIDSON §

THAT STAR ENTERPRISE, a New York general partnership ("Grantor"), for TEN AND NO/100 ($10.00) DOLLARS and other valuable consideration in hand paid by SUNSTATE FOODS (U.S.A.) INC., a Delaware corporation ("Grantee"), whose mailing address is c/o Strategic Properties Corporation, Attn: J. J. Marek, 1451 Elm Hill Pike, Suite 312, Nashville, Tennessee 37210, has GRANTED, SOLD AND CONVEYED, and by these presents does GRANT, SELL AND CONVEY, unto Grantee all that certain real property, lying and being situated in the County of Davidson, Tennessee, being more particularly described in Exhibit A attached hereto and made a part hereof for all purposes (the "Property"), together with all right, title and interest which Grantor may have in and to any and all roads, streets and ways bounding the Property.

This conveyance is made and accepted subject to the following:

1. Encroachments, protrusions, easements, changes in street lines, rights-of-way and other matters that would be revealed by a current on the ground survey and inspection of the property.

2. Recorded leases, agreements, easements, rights-of-way, covenants, conditions and restrictions, as the same may be of present force and effect.

3. Zoning regulations, ordinances, building restrictions, regulations and any violations thereof.

4. The lien for real property taxes for the current year, and any liens for special assessments which are not yet due and payable.

5. Water and sewer charges, if any.

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances in anywise belonging unto Grantee, its successors and assigns, forever; and Grantor does hereby bind itself, its successors and assigns, to WARRANT AND FOREVER DEFEND all and singular the Property unto Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same, or any part thereof, by, through or under Grantor, but not otherwise.

EXECUTED this 11th day of March, 1993.

STAR ENTERPRISE

By: L.A. Wilkes
Name: L.A. WILKES
Title: PRESIDENT

ATTEST: Cecilia J. Creighton Asst
Name: C.J. Cicky Kendall
Title: General Counsel and Secretary

STATE OF TEXAS §
§
COUNTY OF HARRIS §

Before me, the undersigned authority, a Notary Public of the State and County aforesaid, personally appeared L.A. WILKES, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be the PRESIDENT of STAR ENTERPRISE, the within named bargainor, a New York general partnership, and that he as such PRESIDENT, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as such PRESIDENT.

Witness my hand and official seal, this 11th day of MARCH, 1993.

LINDA M. PIEPOLI
MY COMMISSION EXPIRES
June 7, 1994

Linda M. Piepoli
Notary Public

My Commission Expires: 6-7-94

STATE OF Tennessee §
§ OATH
COUNTY OF Davidson §

I, the undersigned affiant, as agent for SUNSTATE FOODS (U.S.A.) INC., first being duly sworn, made this oath as follows:

I do hereby swear and affirm that the actual consideration or true value of this transfer, whichever is greater, is $125,000.00.

Affiant _____

Sworn to and subscribed before me this 30th day of April, 1993.

_____
Notary Public
My Commission Expires: 4/13/93

NOTARY PUBLIC DAVIDSON COUNTY, TN

c:\GWD\FEB93\09GWD01.doc

This Instrument Prepared By:
Gary W. Dzierlenga, Esq.
12700 Northborough
Houston, Texas 77067

0991 04/30 0101 03CHECK 483.50

14520

IDENTIFICATION REFERENCE

APR 30 11 55 AM '93

DAVIDSON COUNTY, TN

PICK-UP

"EXHIBIT A"

All of that tract of land lying and being a 0.428 more or less acre tract of land, lying in the First Civil District of Davidson County, Tennessee, and being the National Life and Accident Insurance Company Property as of record in Deed Book 2926, Page 112 Register's Office Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an existing iron pin set in the Westerly margin of Gallatin Pike, said iron pin being 274.17, more or less feet, from the Northwesterly corner of the Intersection of Gallatin Pike and Due West Avenue, as measured Northwardly there from; thence leaving the said Westerly margin of Gallatin Pike and with the Northerly line of the Bankers Trust of South Carolina TRS. Property, as of record in Book 5384, Page 250, Register's Office Davidson County, Tennessee, North 57 degrees, 26 minutes, 00 seconds West, a distance of 150.00 feet to a point; thence leaving the said Northerly line of the Bankers Trust of South Carolina Property and with the Easterly line of Park Development Co. Property as of record in Book 3284, Page 399 Register's Office Davidson County, Tennessee, North 29 degrees, 14 minutes, 01 seconds East a distance of 125.00 feet to a point; thence continuing South 57 degrees, 25 minutes, 59 seconds East a distance of 131.07 feet to a point; thence continuing and with a return curve to the right, having a radius of 20.00 feet, a chord bearing of South 14 degrees, 01 minutes, 36 seconds East, a chord distance of 27.49 feet, to a point on the Westerly margin of Gallatin Pike; thence with the said Westerly margin of Gallatin Pike, and with a curve to the left, having a radius of 17,136.00 feet, a chord bearing of South 29 degrees, 12 minutes, 07 seconds West, a chord distance of 106.08 feet to the point of beginning, containing 0.428 more or less acres.

together with all buildings, structures, facilities, improvements and properties of every nature and character whatsoever, whether similar or dissimilar, situated wholly or partially on the above described land. The land and properties located thereon bear municipal address: 1108 Gallatin Road, Madison, Tennessee.

Being a portion of the property conveyed to STAR Enterprise, a General Partnership, by deed from Texaco Refining and Marketing, Inc. a Delaware corporation, of record in Book 7963, page 861, Register's Office for Davidson County, Tennessee.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN
THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 8931 PAGE 636

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 125000.00
CON TX 462.50
PRFEE 1.00
WDEED 20.00
TOTAL 483.50
CHECK BANK 483.50

RECEIPT IS NOT VALID UNTIL CHECK IS PAID

04/30/93 01 11:53 0001 0991

4520

TIFF REFERENCE

IDEN

0 11 55 AM '93

APR 3

DAVIDSON COUNTY, TN

No. 645676