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(Requestor's Name)

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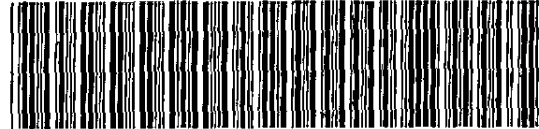
(Business Entity Name)

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
05 FEB 14 PM 2:41

FILED

2/22/05
D.C.S.

LAW OFFICES
RICHARD E. WARNER, P.A.

FELLOW - AMERICAN COLLEGE OF TRUST AND ESTATE COUNSEL

12221 OVERSEAS HIGHWAY
P.O. BOX 501317
MARATHON, FLORIDA 33050-1317
305/743-6022
FAX: 305/743-6216

February 11, 2005

Secretary of State
Division of Corporations
State of Florida
Box 6327
Tallahassee, FL 32314

**RE: ARTICLES OF DISSOLUTION
MARSHALL'S AUTOMOTIVE, INC.**

Dear Secretary:

Enclosed please find the simplified Articles of Dissolution for the above Florida corporation with our enclosed check in the amount of \$43.75 for this dissolution. Please send the notification of the dissolution to me at the above address.

Very truly yours,



Richard E. Warner

RFW/ndw
Enclosures

ARTICLES OF DISSOLUTION

FILED

OF

05 FEB 14 PM 2:41

MARSHALL'S AUTOMOTIVE, INC. SECRETARY OF STATE
ALLAHASSEE, FLORIDA

1. The name of the corporation is **MARSHALL'S AUTOMOTIVE, INC.**
2. The name and address of the officer is:

ELSIE S. MARSHALL
13854 Rudi Loop
Spring Hill, Florida 34609

3. The name and address of the Director is:

ELSIE S. MARSHALL
13854 Rudi Loop
Spring Hill, Florida 34609

4. All of the liabilities and obligations of the profit corporation have been paid or discharged, or that adequate provision has been made therefore.

5. The profit corporation has distributed all of its property and assets and therefore none remains for distribution.

6. There are no actions pending against the profit corporation in any Court in regard to or against the corporation.

7. The profit corporation has elected to dissolve by written resolution of the corporation, a copy of which is attached hereto as Exhibit "A". The written resolution so attached has been signed by the Secretary of the Corporation.

EXECUTED this 02-08-05, 2005.

MARSHALL'S AUTOMOTIVE, INC.

By: Elsie S. Marshall Pres.
ELSIE S. MARSHALL, President



STATE OF FLORIDA)
) SS:
COUNTY OF Hernando)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and in the County aforesaid to take acknowledgments, personally appeared ELSIE S. MARSHALL, President, of MARSHALL'S AUTOMOTIVE, INC., to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this Feb 8, 2005.

Betty Haney
NOTARY PUBLIC, STATE OF FLORIDA
Printed Name: Betty Haney

My Commission Expires:

(SEAL)

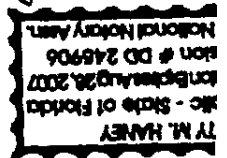
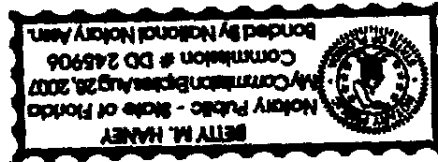


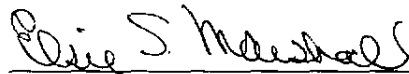
EXHIBIT "A"
TO ARTICLE OF DISSOLUTION

PLAN OF CORPORATE DISSOLUTION

On December 31, 2004, the Board of Directors and Shareholders of MARSHALL'S AUTOMOTIVE, INC., met in its corporate headquarters, and resolved to dissolve the corporation since it sold all of its assets in 2004 in accordance with the Plan of Corporate Dissolution. Since the purpose and business of the Incorporation has now ceased, the Chairman noted that there was no further need for the Corporation to be active. Since the Corporation has no assets, the Chairman moved that a Resolution be entered, dissolving the Corporation, granting to the Officers of the Corporation the power to execute any document necessary to effectuate this purpose. Upon said motion made and duly seconded, it was unanimously resolved that the Corporation be dissolved under law and that the Officers execute all documents necessary to effectuate such dissolution.

There being no further business to come before the meeting of the Shareholder and Directors, the said meeting was adjourned.

EXECUTED this December 31, 2004.



ELSIE S. MARSHALL, Sole
Shareholder and Sole Director