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Jonathan B. Micocci
4791 Baywood Point Drive South
Gulfport, Florida 33711

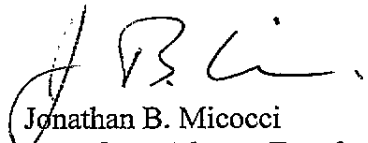
December 31, 2000

600003553566--9
-01/18/01--01044--009
*****43.75 *****43.75

TO: Division of Corporations

Enclosed, please find the enclosed form 607.1403, Articles of Dissolution, for Atlantic Tire & Auto, Inc. and a check for 43.75. This is the fee for dissolution of \$35, and \$8.75 for a certified copy of the dissolution. Please mail the latter to me at the above address. I can be reached with any questions at: 727 403-4564. Thank you.

Sincerely,


Jonathan B. Micocci
President, Atlantic Tire & Auto

FILED
01 JAN 18 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution

T BROWN JAN 23 2001

ARTICLES OF DISSOLUTION

FILED
01 JAN 18 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name of the corporation is: Atlantic Tire and Auto, Inc.

SECOND: The date dissolution was authorized: Dec. 31, 2000

THIRD: Adoption of Dissolution (CHECK ONE)

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 following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

_____ (voting group)

Signed this 31st day of December, 2000.

Signature J. B. Micocci
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Jonathan B. Micocci
(Typed or printed name)

President
(Title)