

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

**PICK UP**

7/7/98 3:05 PM MT ☺

CERTIFIED COPY

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PHOTO COPY

FILING

dissolution

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUL -7 PM 3:31

FILED

desu

1.) Bill Graham Ford Co.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATION  
98 JUL -7 PM 3:08

10142  
7/8/98

## ARTICLES OF DISSOLUTION

FILED  
98 JUL -7 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to provisions of Section 607.1403 of the Florida General Corporation Act, the undersigned corporation, adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Bill Graham Ford Co.

2. The names and the respective addresses of its officers are:

John V. Verner, President

P. O. Drawer HH  
Plant City, FL 33564

Edward M. Verner, Secretary

P. O. Box 1118  
Plant City, FL 33564

3. The names and respective addresses of its directors are:

John V. Verner

P. O. Drawer HH  
Plant City, FL 33564

Edward M. Verner

P. O. Box 1118  
Plant City, FL 33564

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

5. No property remained for distribution to shareholders after applying it to the payment of the liabilities and obligations of the corporation.


6. There are no actions pending against the corporation in any court.

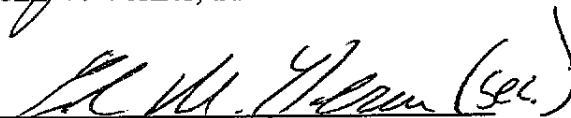
7. Dissolution was approved in writing by the stockholders of the corporation at a validly held and conducted meeting of shareholders on June 30, 1998.

8. These Articles of Dissolution shall become effective upon acceptance by the Florida Secretary of State.

Dated June 30, 1998.

BILL GRAHAM FORD CO.

By:   
John V. Verner, President

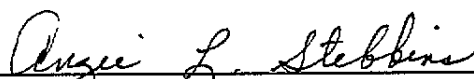
By:  (Sec.)  
Edward M. Verner, Secretary

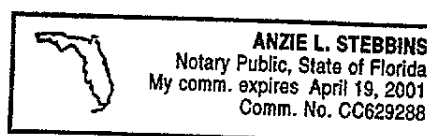
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of June, 1998, by JOHN V. VERNER and EDWARD M. VERNER as President and Secretary respectively of BILL GRAHAM FORD CO., a Florida corporation, on behalf of the corporation. JOHN V. VERNER and EDWARD M. VERNER are personally known to me and they did freely and voluntarily acknowledge before me according to the law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and my official seal at Plant City, Florida, in said county and state, this 30<sup>th</sup> day of June, 1998.

  
Printed Name: ANZIE L. STEBBINS  
Notary Public  
My commission expires: April 19, 2001

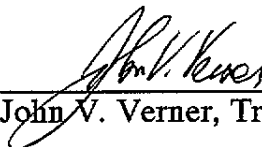


**DISSOLUTION OF CORPORATION**  
**BY WRITTEN CONSENT OF SHAREHOLDERS**  
**BILL GRAHAM FORD CO.**  
**A FLORIDA CORPORATION**

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, the undersigned corporation, elects to dissolve with the written consent of all of its shareholders:

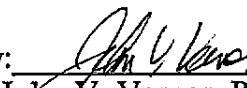
1. The name of the corporation is Bill Graham Ford Co.
2. The stockholders of the corporation hereby authorize the Dissolution of the Corporation.

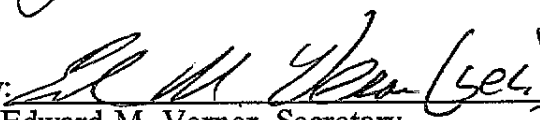
Dated June 30, 1998.

  
\_\_\_\_\_  
John V. Verner, Trustee, Shareholder

  
\_\_\_\_\_  
Edward M. Verner, Trustee, Shareholder

BILL GRAHAM FORD CO.

By:   
\_\_\_\_\_  
John V. Verner, President

By:   
\_\_\_\_\_  
Edward M. Verner, Secretary

## **PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION**

### **BILL GRAHAM FORD CO.**

This Plan of Complete Liquidation and Dissolution is for the purpose of effecting the complete liquidation and dissolution of BILL GRAHAM FORD CO., hereinafter called the CORPORATION, in accordance with Section 336 of the Internal Revenue Code and the laws of the State of Florida pursuant to the following steps:

1. That the CORPORATION at a meeting of the directors and stockholders held June 30, 1998, at which meeting all the directors and stockholders were present in person or by proxy, adopted this Plan of Complete Liquidation and Dissolution pursuant to Section 336 of the Internal Revenue Code.

2. That the CORPORATION, by its duly authorized officers proceed to complete the sale of its property as an incident to the plan of liquidation adopted by the stockholders and directors pursuant to Section 336 of the 1986 Internal Revenue Code.

3. That the CORPORATION, by its duly authorized officers, by December 31, 1998, shall distribute all of its assets, except those retained to meet corporate obligations to all of the stockholders in ratio of each stockholder's holding to the total outstanding and issued stock of the CORPORATION.

4. That as soon as practical, but not later than December 31, 1998, Counsel for the CORPORATION shall file a certificate for the dissolution of the CORPORATION pursuant to Section 607.267 F.S.A. of the Florida Statutes, and that the officers of this CORPORATION are hereby authorized to execute any and all documents necessary to effectuate such dissolution.

5. That the officers and directors be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution adopted by the stockholders and directors, said officers and directors being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders and directors to liquidate the CORPORATION in accordance with a plan of liquidation adopted pursuant to Section 336 of the Internal Revenue Code.