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WASHINGTON, D.C.

JONATHAN H. (JASON) WARNER
(305) 789-8980
E-Mail: Jason.Warner@Baker.net

September 5, 1997

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32317

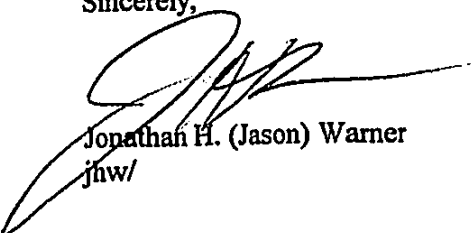
RE: King Motor Center, Inc.
Enclosed Articles of Dissolution

Dear Sir or Madam:

Enclosed please find Articles of Dissolution for the above Florida corporation, and one check to your order in the amount of \$35.00 as the filing fee for same.

Please call me at 704-7666106 should you have any questions about this matter or should there be any difficulty with this filing.

Sincerely,


Jonathan H. (Jason) Warner
jhw/

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*****35.00 *****35.00

97 OCT - 11 PM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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10-6-97
JPH



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 19, 1997

BAKER & MCKENZIE
% JONATHAN WARNER
701 BRICKELL AVE., SUITE 1600
MIAMI, FL 33131-2827

SUBJECT: KING MOTOR CENTER, INC.
Ref. Number: 185307

We have received your document for KING MOTOR CENTER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 297A00046642

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JONATHAN H. (JASON) WARNER
(305) 789-8980
E-Mail: Jason.Warner@Bakernet.com

October 3, 1997

Department of State
Division of Corporations
Corporate Filings
ATTN: Carol Mustain
P.O. Box 6327
Tallahassee, FL 32317

RE: King Motor Center, Inc.
Enclosed refiling of Articles of Dissolution
Your letter no. 297A00046642

Dear Ms. Mustain:

Enclosed please find Articles of Dissolution for the above Florida corporation, attaching the copy of the dissolution resolution inadvertently omitted from the original filing and correcting the statutory reference, in response to your letter dated Sept. 19, 1997 under the above reference. You are holding our check to your order in the amount of \$35.00 as the filing fee for same, sent to you with the original filing. Please file these corrected Articles.

Please call me at 704-7666106 should you have any questions about this matter or should there be any difficulty with this filing.

Sincerely,


Jonathan H. (Jason) Warner

jhw

ARTICLES OF DISSOLUTION OF

KING MOTOR CENTER, INC.

KING MOTOR CENTER, INC., a Florida corporation (the "Corporation"), by its President and Secretary, in complying with Section 607.267 Florida Statutes, does hereby execute the following Articles of Dissolution: .1903

ARTICLE I.

NAME OF CORPORATION

KING MOTOR CENTER, INC.

ARTICLE II.

NAMES, TITLES AND ADDRESSES OF OFFICERS

Louis W. King, President
700-900 E. Sunrise Blvd.
Ft. Lauderdale, FL 33304

W. Clay King, Vice President
700-900 E. Sunrise Blvd.
Ft. Lauderdale, FL 33304

A. Edward Appleby, Vice President
700-900 E. Sunrise Blvd.
Ft. Lauderdale, FL 33304

Jeffrey M. Gale
700-900 E. Sunrise Blvd.
Ft. Lauderdale, FL 33304

Kirk J. Francis, Vice President
and Treasurer
700-900 E. Sunrise Blvd.
Ft. Lauderdale, FL 33304

Francisco C. Gonzalez, III
Vice President and Secretary
700-900 E. Sunrise Blvd.
Ft. Lauderdale, FL 33304

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT -6 PM 1:25

APPROVED
AND
FILED

ARTICLE III.
NAMES AND ADDRESSES OF DIRECTORS

Louis W. King
700-900 E. Sunrise Blvd.
Ft. Lauderdale, FL 33304

W. Clay King
700-900 E. Sunrise Blvd.
Ft. Lauderdale, FL 33304

A. Edward Appleby
700-900 E. Sunrise Blvd.
Ft. Lauderdale, FL 33304

ARTICLE IV.
LIABILITIES

All debts, obligations and liabilities of the Corporation have been paid or discharged, or adequate provision has been made therefor.

ARTICLE V.
DISTRIBUTION OF ASSETS

All remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.

ARTICLE VI.
PENDING ACTIONS

There are no actions pending against the Corporation in any court or adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against it in any pending action.

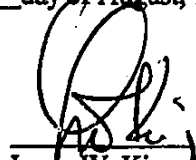
ARTICLE VII.
CORPORATE ACTION

The Corporation has elected to dissolve by act of the Corporation. The sole shareholder of the Corporation adopted a resolution to dissolve the Corporation on August ~~7th~~^{15th} 1997, a copy of which resolution is attached hereto.

In Witness Whereof, the undersigned President and Secretary of the Corporation have executed these Articles of Dissolution this 31st day of August, 1997.

Attest:


Francisco C. Gonzalez, III, Secretary

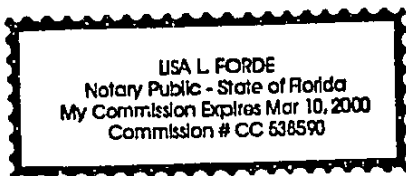

Louis W. King, President

STATE OF FLORIDA

SS

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 31st day of August, 1997 by Louis W. King, as President of King Motor Center, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did (did not) take an oath.





NOTARY PUBLIC

State of Florida at Large

My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT -6 PM 1:25

APPROVED
AND
FILED

KING MOTOR CENTER, INC.
Written Consent To and Record of Action
Taken by Sole Shareholder and Directors

August 2nd, 1997

The undersigned, comprising the sole owner of all the outstanding shares of stock of the referenced corporation (the "Corporation"), and all of the directors of the Corporation, hereby set forth their written consent to and record of action taken this date.

RESOLVED: That the following plan of liquidation of the Corporation, be and is hereby adopted:

1. The Corporation shall cease doing business as a going concern, make provision for the payment of its creditors, liquidate its assets, and file Articles of Dissolution with the Florida Secretary of State.
2. Within thirty days of the date above written, counsel for the Corporation shall file Form 966 with the IRS, together with a certified copy of this resolution.
3. The officers and the directors of the Corporation are empowered, authorized and directed to carry out the provisions of this resolution, and to adopt any further resolutions that may be found necessary in liquidating the Corporation in accordance with the foregoing intent.
4. The undersigned shareholder waives any and all rights given by law to dissent to the foregoing transactions and to have its shares of stock in the Corporation purchased or redeemed for fair market value.

The undersigned waive all formal requirements to the action set forth herein, including the holding of a meeting and notice of such meeting.

KING MOTOR CENTER OF DEERFIELD, INC.

Sole Shareholder

By: 

Louis W. King, Director

W. Clay King, Director

A. Edward Appleby, Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
57 OCT -6 PM 1:25

APPROVED
AND
FILED

CERTIFICATE

The undersigned, as the Secretary of King Motor Center, Inc., a Florida corporation, certifies that attached hereto is a true and correct copy of the Written Consent to and Record of Action Taken by Sole Shareholder and Directors of the described corporation dated August 3rd 1997.

Dated: August 3rd 1997


Francisco C. Gonzalez, III Secretary