

191831

LAW OFFICES
WILLIAM E. NODINE
INTERVEST BANK BUILDING
625 COURT STREET, CLEARWATER, FLORIDA 33756
P.O. BOX 1669
CLEARWATER, FLORIDA 33757
(727) 441-8966
FAX (727) 442-8470

OF COUNSEL TO:
MACFARLANE, FERGUSON & McMULLEN

October 21, 1999

Secretary of State, State of Florida
Div. of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100003024241--5
-10/25/99--01123--005
*****35.00 *****35.00

Re: TRUMAN SIMS, INC.
Document No. 191831

Dear Madam Secretary:

Please file the enclosed original Articles of Dissolution in connection with the above-referenced corporation. Also enclosed is my check in the amount of \$35.00 for filing fees. Please forward the Certificate of Dissolution to my attention.

Sincerely,


WILLIAM E. NODINE

FILED
99 OCT 25 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FL

WEN/ph
Enclosures

191831
5 P 8 ON
10/25/99
10-25-99

ARTICLES OF VOLUNTARY DISSOLUTION OF CORPORATION

STATE OF FLORIDA
COUNTY OF PINELLAS

We, the undersigned Vice President and Secretary of Truman Sims, Inc., a corporation organized under the laws of the State of Florida, do hereby, for the purposes of complying with the provisions of Florida Statute 607.1403, in relation to the voluntary dissolution of a corporation, make and attest these Articles of Dissolution and attach hereto the written consent of the Shareholders of Truman Sims, Inc. for dissolution and certify as follows:

1. The name of the Corporation is Truman Sims, Inc. The name of the corporation was changed on January 5, 1961 from Auto Air, Inc. to Pinellas Tire Co. The name of the corporation was changed on January 13, 1965 from Pinellas Tire Co. to Truman Sims, Inc. The Articles of Incorporation of said Corporation were filed in the office of the Secretary of State of Florida on the March 23, 1956. Said Corporation desires to dissolve. — —

2. The names and addresses of the Officers and Directors of the Corporation are as follows:

| | |
|------------------|--|
| E. Joy Sims | President and Director 55 Rogers Street Clearwater, FL 33755 |
| Heather A. Brock | Vice President and Director 211 Windward Passage Clearwater, FL 33767 |
| William B. Brock | Secretary/Treasurer and Director 211 Windward Passage Clearwater, FL 33767 |

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

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

5. There are no actions pending against the Corporation in any court.

6. The Board of Directors and Shareholders of said Corporation in a meeting duly held and called for that purpose at the offices of Macfarlane Ferguson & McMullen, notice of such meeting being duly waived by each and all of the Directors and Shareholders by written waiver in writing and forming a part of the Minutes of said meeting, did, by unanimous vote of the whole Board and all Shareholders, adopt the following resolutions:

FILED
OCT 25 AM 10:41
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF PINELLAS
FLORIDA

RESOLVE that in the judgment of this Board of Directors it is deemed desirable and advisable to dissolve this Corporation; and

BE IT FURTHER RESOLVED, that the Vice President and Secretary execute Articles of Dissolution showing the adoption of these resolutions and that they also attest the written consent of the Shareholders of the Corporation that the Corporation be dissolved and execute and verify all of the statements required by law to dissolve said Corporation pursuant to the provisions of Florida Statutes; and

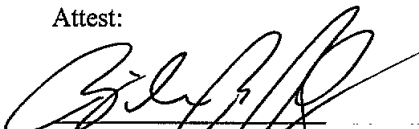
THAT the Vice President and Secretary cause such Articles of Dissolution to be filed in the office of the Secretary of State; and

THAT the Officers and Directors of the Corporation take such further action as may be required to effectuate the dissolution of the Corporation and to wind up its business and affairs pursuant to provisions of Florida Statutes.

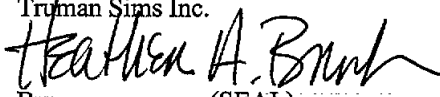
AND WHEREUPON, at said meeting, the owners and holders of the entire issued and outstanding stock of the Corporation did signify their consent, in writing, that such Corporation be dissolved by signing and executing the consent, which is affixed hereto and forms a part hereof.

IN WITNESS WHEREOF, we have made and executed these Articles of Dissolution this 21 day of October, 1999.

Attest:


William B. Brock, Secretary

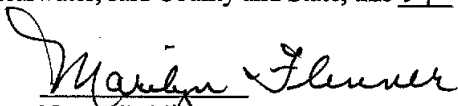
Truman Sims Inc.


By: _____ (SEAL)
Heather A. Brock, Vice President

STATE OF FLORIDA
COUNTY OF PINELLAS

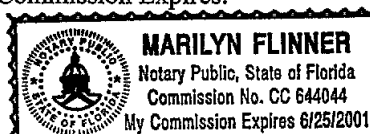
I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Heather A. Brock, to me personally known or who has produced Fla. Drivers License as identification, and known to me to be the individual described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 21 day of October, 1999.


Notary Public

Print Name _____

My Commission Expires: _____



STATE OF FLORIDA
COUNTY OF PINELLAS

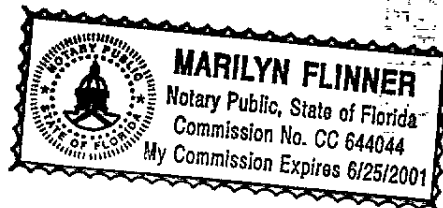
I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, William B. Brock, to me personally known or who has produced Fla. Drivers License as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 2/ day of October, 1999.

Marilyn Flinner
Notary Public

Print Name

My Commission Expires:



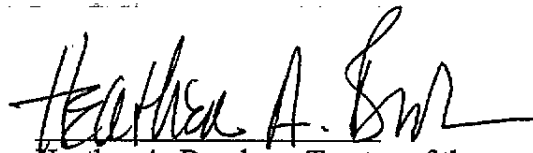
99 OCT 25 AM 10:41

FILED

CONSENT TO DISSOLVE


Heather A. Brock, as Trustee of the Truman H. Sims Trust dated May 24, 1995, hereby consents to the action taken by the Board of Directors resolving to dissolve Truman Sims, Inc.

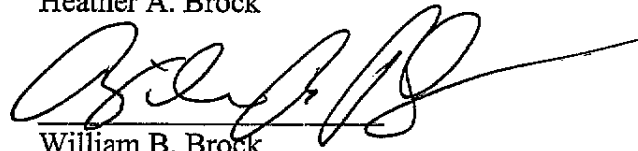
Dated this 21 day of October, 1999.

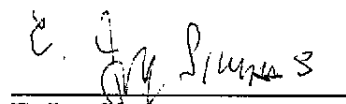

Heather A. Brock, as Trustee of the
Truman H. Sims Trust

The undersigned, being all of the Directors of Truman Sims Inc., acknowledge their written consent to the action taken by the Board of Directors to dissolve Truman Sims Inc..

Dated this 21 day of October, 1999.


Heather A. Brock


William B. Brock


E. Joy Sims

FILED
99 OCT 25 AM 10:41