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LEE B. GORDON
Board Certified Real Estate Lawyer

VIA FEDERAL EXPRESS

December 18, 2000

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Division of Corporations, Amendment Section
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Palm Beach Auto Parts, Inc., a Florida corporation

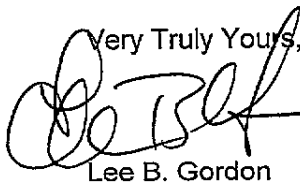
Dear Division of Corporations:

Enclosed please find two (2) originals of the Article of Dissolution for Palm Beach Auto Parts, Inc., together with this Firm's check in the amount of \$43.75 (\$35.00 filing fee, plus \$8.75 for a certificate of status).

Please "date stamp" one of the enclosed originals and return same to me, together with the certificate of status, in the enclosed return Federal Express envelope.

If you have any questions or problems, please give me a call.

Very Truly Yours,


Lee B. Gordon

enclosures as noted

FILED
00 DEC 19 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution

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LAW OFFICES OF LEE B. GORDON, P.A.

350 Royal Palm Way, #403 • Palm Beach, Florida 33480-4308 • Tel: 561-833-2233 • Fax: 561-832-0000

ARTICLES OF DISSOLUTION OF
PALM BEACH AUTO PARTS, INC.,
A FLORIDA CORPORATION

FILED
00 DEC 19 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403 of the Florida Statutes, the above Florida profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is PALM BEACH AUTO PARTS, INC.


SECOND: The date that dissolution was authorized was November 22, 2000.

THIRD: Dissolution was approved by the sole shareholder of the corporation, as well as by unanimous approval of the Board of Directors.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation, after winding up, have been distributed to the sole shareholder of the corporation.

Signed this 22nd day of November, 2000.


HOWARD L. SMITH, as President

These Articles have been Prepared By:

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