

470633



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, FL 32301
(850) 681-6528

HOLD

**FOR PICKUP BY
UCC SERVICES**

OFFICE USE ONLY (Document #)

712072

200002726652--5
-12/30/98--01058--032
*****35.00 *****35.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

McDonald Ice Service Inc

- Walk In
- Mail Out
- Will Wait
- Photocopy

Pick Up Time _____

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS

FILED
 98 DEC 31 PM 2:38
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

FILED
 98 DEC 31 PM 12:51
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Ordered By: *See*

Date: *YH*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

UCC Filing & Search Services, Inc.

Tallahassee, FL

SUBJECT: MCDONALD TIRE SERVICE, INC.
Ref. Number: 470633

OK

We have received your document for MCDONALD TIRE SERVICE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If the object of the document is to voluntarily dissolve the subject corporation articles of dissolution should be filed pursuant to section 607.1403, Florida Statutes. Enclosed is a form for your convenience. Or you can modify the original document submitted adding the title "Articles of Dissolution".

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) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 498A00061111

ATTN:

PLEASE BACK DATE to 12/31/98

Thanks.
DAVID

RECORDED
498A00061111
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION

**CERTIFICATE OF FINAL RESOLUTIONS OF THE BOARD OF DIRECTORS OF
MCDONALD TIRE SERVICE, INC.**

I, Paul McDonald, DO HEREBY CERTIFY that I am the duly elected and qualified President of MCDONALD TIRE SERVICE, INC., a corporation organized and existing under the laws of the State of Florida; that I am the keeper of the corporate records of the corporation that the following is a true and correct copy of the resolution duly adopted and ratified at a special meeting of the Board of Directors of the corporation, duly convened and held in accordance with its Charter, Articles of Incorporation and By-laws and the laws of said state on the 1st day of July, 1998, as taken and transcribed by me from the minutes of said meeting, at Highway 37 South, Mulberry, Florida, that said resolution was approved by the shareholders representing all of the outstanding shares of stock at the 1998 Annual Meeting held on July 1, 1998, and that the same resolution has not in any way been modified, repealed or rescinded and is in full force and effect:

FILED
98 DEC 31 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESOLUTION AUTHORIZING SALE
OF SUBSTANTIALLY ALL CORPORATE ASSETS**

RESOLVED, that this corporation sell, convey, assign, set over, transfer, and deliver to Tire Centers, Inc., all or substantially all of the business property, and assets of this corporation pursuant to the terms and provisions of, and for the consideration provided in the agreements of purchase and sale that had been presented to and discussed at the Special Meeting of Directors held on July 1, 1998.

FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized, empowered, and directed to take such steps as they may deem necessary or proper to obtain the approval of the principal terms of the transaction and the nature and amount of the consideration by the vote or written consent of the stockholders entitled to exercise a majority of the voting power of the corporation.

FURTHER RESOLVED, that the president and secretary of this corporation be, and they hereby are, authorized, empowered, and directed to execute and deliver on behalf of this corporation, the contract of sale of all or substantially all the property and assets of this corporation and, on behalf of this corporation, to execute and deliver, on consummation of the sale, all such deeds, bills of sale, assignments, and other instruments of transfer, and do all other things, on behalf of this corporation, convenient or necessary to carry out the contract of sale and to execute any and all documents, on behalf of this corporation, to that end.

RESOLUTION FOR DISSOLUTION OF THE CORPORATION

RESOLVED, that in the opinion of this Board of Directors it is advisable to dissolve this corporation forthwith, and that a meeting of the stockholders be held for the purpose of voting upon the proposition that the corporation be forthwith dissolved.

FURTHER RESOLVED, that the following plan of liquidation and dissolution, herein called the Plan of McDonald Tire Service, Inc. for the purpose of accomplishing the complete, voluntary liquidation and dissolution of the corporation, in accordance with and pursuant to the provisions of the United States Internal Revenue Code and Section 607.1402, Florida Statutes be submitted to the Stockholders for their consideration.

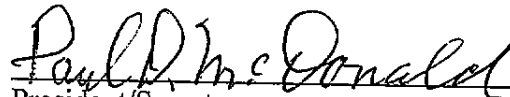
1. The corporation shall sell and dispose of such of its properties for such consideration and upon such terms as the board shall determine.
2. At such date or dates as the board shall determine, the corporation shall cease to carry on any business, except insofar as may be necessary for the proper winding up thereof, shall take the necessary steps to complete formal dissolution under Section 607.1402, Florida Statutes, and shall withdraw from all jurisdictions in which it is qualified to do business.
3. The corporation shall thereafter proceed to collect its assets and, after paying or adequately providing for the payment of all of its obligations, it shall distribute the remainder of its assets either in cash or kind in one or more distributions (all as determined by the board without further approval of the stockholders) among its stockholders according to their respective rights and interests.
4. The board shall be authorized and empowered to take all steps necessary or appropriate to complete the liquidation of the corporation as provided herein.
5. All such sales, distributions in liquidation, and other steps to be performed by the company or the board shall be accomplished within the 12-month period beginning on the date of the adoption of the plan.
6. At any time before the filing of the certificate with the Secretary of State of the State of Florida pursuant to Section 607.1402, Florida Statutes, if it deems it to be the best interest of the corporation, the Board may abandon the plan, provided that, notwithstanding this power of the board, the plan shall be fully effective from and after the date of its adoption in the event there shall be so such board action.

FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized, empowered, and directed to take such steps as they may deem necessary or proper to obtain the approval of the principal terms of the transaction and the nature and amount of the consideration by the vote or written consent of the stockholders entitled to exercise a majority of the voting power of the corporation.

FURTHER RESOLVED, that the president and secretary of this corporation be, and they hereby are, authorized, empowered, and directed to execute and deliver, on behalf of this corporation, the contracts of sale of all or substantially all the property and assets of this corporation and, on behalf of this corporation, to execute and deliver, on consummation of the sales, all such deeds, bills of sale, assignments, and other instruments of transfer, and do all other

things, on behalf of this corporation, convenient or necessary to carry out the contracts of sales and to execute any and all documents, on behalf of this corporation, to that end.

In witness whereof, I have hereunto affixed my name as President/Secretary and have caused the corporate seal of said corporation to be hereunto affixed this 1st day of July, 1998.


President/Secretary