

521869

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS
FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
SUITE 1330
WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO

TELEPHONE (561) 655-8980
TELECOPIER (561) 655-9480

July 9, 1999

CERTIFIED, RETURN RECEIPT REQUESTED

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-07/13/99-01077-002
*****43.75 *****43.75

In Re: Stewart's Select Cars, Inc.

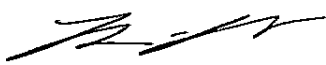
Dear Sir:

Enclosed you will find an original and a duplicate copy of the Articles of Dissolution for Stewart's Select Cars, Inc. Please file the original Articles of Dissolution with your office. The copy of the Articles of Dissolution should then be certified and returned to my office at 505 South Flagler Drive, Suite 1330, West Palm Beach, Florida 33401. You will also find enclosed a check in the amount of \$43.75 in payment of the filing fee and certified copy fee for the Articles of Dissolution.

Thank you for your assistance in this matter. If you should have any questions, please contact the undersigned.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO


Richard Paladino

RP:jiw

Enclosures

a/s

cc: Earl D. Stewart, Jr.

Howard M. Buss, CPA

FILED
99 JUL 13 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Voldi

T. LEWIS JUL 15 1999

**ARTICLES OF DISSOLUTION OF
STEWART'S SELECT CARS, INC.**

FILED
99 JUL 13 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is STEWART'S SELECT CARS, INC. (hereinafter referred to as the "Corporation").
2. The names and addresses of the Corporation's officers are:

Earl D. Stewart, Jr.	President, Secretary and
1928 S. Dixie Highway	Treasurer
West Palm Beach, FL 33401	
Janet C. Goetz	Vice-President
1928 S. Dixie Highway	
West Palm Beach, FL 33401	
3. The names and addresses of the Corporation's directors are:

Earl D. Stewart, Jr.
1928 S. Dixie Highway
West Palm Beach, FL 33401
4. All debts, obligations and liabilities of the Corporation have been satisfied.
5. All of the remaining property and assets of the Corporation have been distributed to the Corporation's shareholders.
6. There are no actions currently pending against the Corporation in any court.
7. A copy of the Plan of Liquidation for the Corporation, which was approved by the shareholders and directors of the Corporation on June 28, 1999, is attached to these Articles of Dissolution.

IN WITNESS WHEREOF, the President and Secretary of the Corporation have executed these Articles of Dissolution this 28th day of June 28th, 1999.

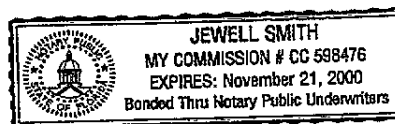

EARL D. STEWART, JR., President and
Secretary

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 28 day of June, 1999 by EARL D. STEWART, JR. who is the President and Secretary of STEWART'S SELECT CARS, INC., a Florida corporation, and who is either personally known to me or who has produced his drivers license as identification.


Notary Public, State of Florida

My Commission Expires:



**PLAN OF LIQUIDATION FOR
STEWART'S SELECT CARS, INC.**

The undersigned, consisting of all the members of the Board of Directors and all of the shareholders of STEWART'S SELECT CARS, INC., a Florida corporation (hereinafter referred to as the "Corporation"), do hereby approve and adopt the resolutions hereinafter set forth, and authorize each and all of the acts and transactions described in said resolutions:

WHEREAS, in the judgement of the Board of Directors and sole shareholder of the Corporation, it is deemed advisable and in the best interest of the shareholders of the Corporation that the Corporation be liquidated and dissolved pursuant to the provisions in Section 331 of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code");

IT IS HEREBY:

RESOLVED, that the complete liquidation and dissolution of the Corporation be effected under this Plan of Liquidation (hereinafter referred to as the "Plan");

RESOLVED, that the President of the Corporation is hereby authorized to distribute to the shareholders of the Corporation all of the cash and other assets of the Corporation in complete liquidation of the Corporation;

RESOLVED, that the President of the Corporation is authorized and directed to:

- (a) Cease doing business as a going concern;
- (b) Cause notice of this dissolution to be mailed to each of the known creditors of, and any claimant against the Corporation;
- (c) Proceed to collect the assets of the Corporation and convey and dispose of such of its property as are not to be distributed in kind to the shareholder; and
- (d) Proceed to pay, satisfy or discharge the Corporation's liabilities and obligations, or to make adequate provisions for the payment and discharge thereof, and to do all other acts required to liquidate the Corporation's business and affairs pursuant to the provisions of Chapter 607 of the Florida Statutes;

RESOLVED, that the President and Secretary of the Corporation is authorized, empowered and directed to file all documents which he deems necessary or advisable to effectuate the complete liquidation of the Corporation,

including Articles of Dissolution pursuant to Section 607.1403 of the Florida Statutes and information returns on Treasury Department Forms 966, 1096 and 1099L, together with a final income tax return for the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon practicable.

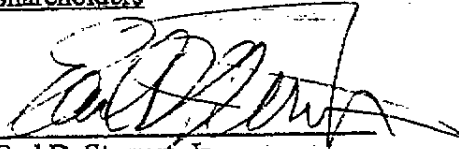
IN WITNESS WHEREOF, the undersigned directors and shareholders of the Corporation have executed this written consent to action approving the above Plan of Liquidation for Stewart's Select Cars, Inc. this 28 day of June, 1999.

Director



Earl D. Stewart, Jr.

Shareholders



Earl D. Stewart, Jr.