

LAW OFFICE
H. CRANSTON POPE, J.D., LL.M. (TAX)

438 N. COV. BOULEVARD
PANAMA CITY, FLORIDA 32401
(850) 849-9174

POST OFFICE BOX 12151
PANAMA CITY, FLORIDA 32401-9151
FAX (850) 784-9175

648604
March 16, 1999

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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

Re: Articles of Voluntary Dissolution of
Coastal Auto Parts, Inc.

Dear Sir or Madame,

Enclosed please find the original and one copy of Articles of Voluntary Dissolution, together with a Written Consent of the Stockholders of Coastal Auto Parts, Inc., to voluntarily dissolve said corporation. If these meet with your approval, please file the originals and return a certified copy of the Articles of Voluntary Dissolution of Corporation to me. Our check in the amount of \$35.00 is enclosed for your fees.

Should you have any questions or require further information, please let us know.

Sincerely,

for Susan Beaty
H. Cranston Pope

HCP/slb
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF VOLUNTARY DISSOLUTION

OF

COASTAL AUTO PARTS, INC.

The undersigned officers of COASTAL AUTO PARTS, INC., do hereby for the purpose of complying with the Florida Statutes, Section 607.1403, in relation the voluntary dissolution of corporations, make and attest these Articles of Voluntary Dissolution and attach hereto the Written Consent of the Stockholders and certify the following:

Article I - Name

The name of the corporation is COASTAL AUTO PARTS, INC.

Article II - Date of Authorization of Dissolution

The shareholders authorized the dissolution of the corporation at a meeting held December 30th, 1998.

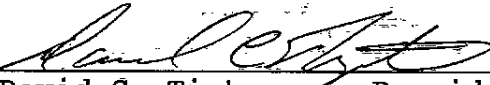
Article III - Effective Date

The dissolution of the corporation is to be effective as of the stroke of midnight, December 31, 1998.

Article IV - Shareholder Approval

The dissolution was approved by unanimous vote of the stockholders owning all of the issued and outstanding stock of the corporation.

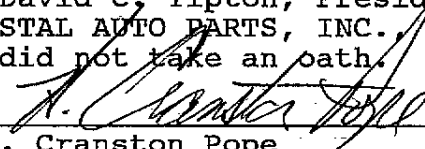
IN WITNESS WHEREOF, the foregoing Articles of Dissolution have been executed by the corporation by its President, Secretary and Treasurer this 16th day of February, 1999.

 (Seal)
David C. Tipton, as President,
Secretary, and Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 16th day of February, 1999, by David C. Tipton, President, Secretary, and Treasurer of COASTAL AUTO PARTS, INC., who is personally known to me and who did not take an oath.

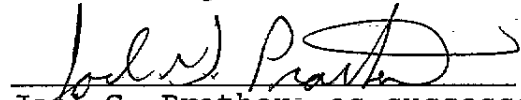

H. Cranston Pope
Notary Public


My commission expires: Feb 24, 2001

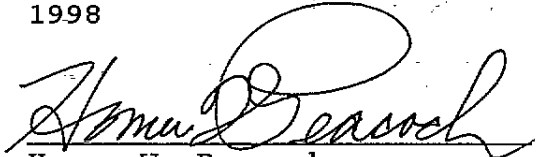
H. CRANSTON POPE
Notary Public - State of Florida
My Commission Expires Feb. 24, 2001
Commission No. CC 624106

WRITTEN CONSENT OF STOCKHOLDERS OF
COASTAL AUTO PARTS, INC.
TO VOLUNTARILY DISSOLVE

The undersigned, holders and owners of record of all issued and outstanding shares of stock of COASTAL AUTO PARTS, INC., a Corporation duly organized under the laws of the State of Florida, and entitled to vote on the dissolution thereof, do hereby adopt the Plan of Liquidation and Dissolution of the Corporation proposed by the Board of Directors and consent that the said Corporation be dissolved effective at midnight December 31, 1998 and do hereby consent in writing.

 (SEAL)
Joel G. Prather, as successor Co-Trustee for the Solomon Prather Revocable Trust, dated October 20, 1998

 (SEAL)
David C. Tipton, as successor Co-Trustee for the Solomon Prather Revocable Trust, dated October 20, 1998

 (SEAL)
Homer W. Peacock, as successor Co-Trustee for the Solomon Prather Revocable Trust, dated October 20, 1998

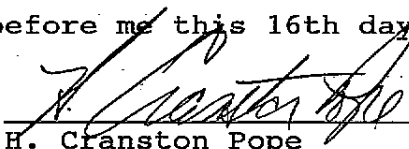
COUNTY OF BAY

David C. Tipton, being duly sworn deposes and says that he is the President of Coastal Auto Parts, Inc.; that the foregoing written consent of the stockholders of Coastal Auto Parts, Inc., a Florida Corporation, consenting to the dissolution forthwith of said Corporation was so executed by the persons executing the same on the 30th day of December, 1998, that the total number of shares issued and outstanding of said Corporation is standing on the books of the corporation in the names of Joel G. Prather, David C. Tipton, and Homer W. Peacock, as successor Co-Trustees

of the Solomon Prather Revocable Trust, dated October 20, 1998,
the consenting stockholders, and no other persons own any stock
in said Corporation.


David C. Tipton, President (SEAL)

Sworn to and subscribed before me this 16th day of February,
1999.


H. Cranston Pope
Notary Public
My Commission Expires: Feb 24, 2001

H. CRANSTON POPE
Notary Public - State of Florida
My Commission Expires Feb. 24, 2001
Commission No. CC 624106