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LEGRANDE AND LEGRANDE, P.A.

ATTORNEYS AND COUNSELORS AT LAW

J.L. "RAY" LEGRANDE

BARBARA LEGRANDE

February 24, 1998

P.O. Box 2429
FORT MYERS, FLORIDA 33902-2429
TELEPHONE (941) 337-1213
FACSIMILE (941) 337-1401

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Ladies/Gentlemen:

Please file the enclosed Articles of Dissolution. The firm check for \$35.00 is enclosed.

If you have any questions or comments, please do not hesitate to call.

Sincerely,

LeGRANDE & LeGRANDE, P.A.

Ray LeGrande

J.L. "Ray" LeGrande

JLL/bg

cc: Mr. Pokorny
Charles Combs, P. A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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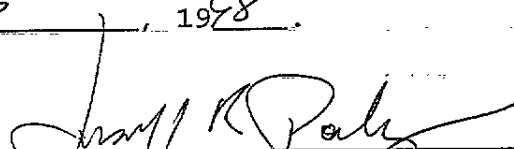
Vol. Diss.

See 2/27

ARTICLES OF DISSOLUTION

1. The name of the corporation is Joe's Garage, Inc.
2. The dissolution of this corporation is effective February 28, 1998. A copy of the written consent to dissolve is attached.
3. The dissolution was approved by the sole stockholder and sole director.
4. All liabilities and obligation of the corporation have been paid or discharged.
5. All the remaining property and assets of the corporation will be distributed to its shareholder.
6. There are no actions pending against the corporation in any court.

DATED this 24 day of Feb, 1998.



PRESIDENT, Sole Stockholder and
Sole Director

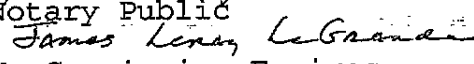
STATE OF FLORIDA

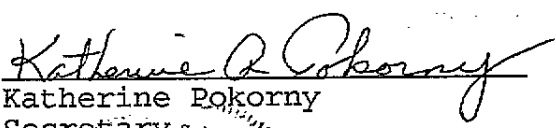
COUNTY OF LEE

Before me personally appeared Joseph R. Pokorny, and acknowledged before me that he executed the foregoing Articles of Dissolution.

In Witness Whereof I have hereunto set my hand and seal on this 24th day of February, 1998.

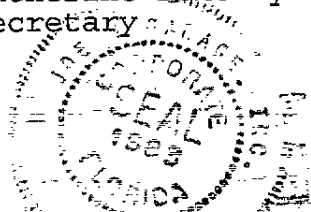

Notary Public


My Commission Expires:

ATTEST: 
Katherine Pokorny
Secretary



JAMES LERAY LEGRANDE
My Commission CC394000
Expires Aug. 11, 1998



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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**WRITTEN CONSENT AND PLAN OF
DISSOLUTION
OF THE STOCKHOLDERS AND BOARD OF DIRECTORS
PURSUANT TO SECTIONS 607.1402 AND 607.0704
OF THE FLORIDA GENERAL CORPORATION ACT**

The undersigned, being the sole stockholder and the sole director of the above named corporation, hereby takes the following actions by written consent in lieu of a special meeting of the board of directors and stockholders.

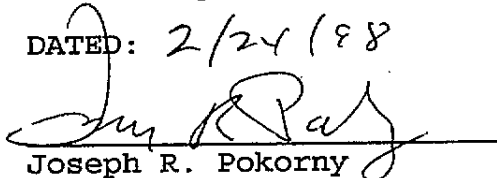
RESOLVED, that the corporation be liquidated in accordance with the appropriate provisions of the Internal Revenue Code of 1954, as amended, and further

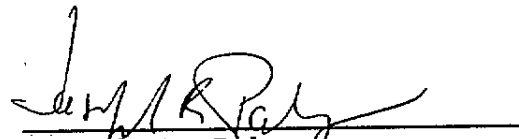
RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

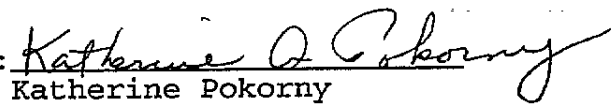
1. file appropriate forms with the appropriate District Director of Internal Revenue Service together with a copy of this consent,
2. transfer all of the assets of the corporation to the stockholders of the corporation, since there are no outstanding corporate liabilities,
3. distribute all the assets in reduction and cancellation of all the outstanding stock of the corporation,
4. file Articles of Dissolution with the Secretary of State in Tallahassee, Florida, and
5. file all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets.

FURTHER RESOLVED, that all actions taken on behalf of this corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

DATED: 2/24/88


Joseph R. Pokorny
Stockholder


Joseph R. Pokorny
Director

ATTEST: 
Katherine Pokorny
Secretary

