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**HODGSON RUSS
ANDREWS
WOODS &
GOODYEAR_{LLP}**
ATTORNEYS AT LAW

April 13, 1998

Department of State
Division of Corporations
Records Bureau
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir/Madam:

Re: *Hayden-Royan Hollywood Ford, Inc.*

In regard to the above-captioned corporation, enclosed is an original Articles of Dissolution for filing, along with a check for the filing fee of \$35.00. Also enclosed is a xerox copy of same and a self-addressed, stamped envelope for your convenience in returning a filed copy to us.

Very truly yours,

Donna Dempsey
Donna Dempsey, Legal Secretary

/dd
Enclosures

BOCA:94413_1
28742.0000

2000 Glades Road
Suite 400
Boca Raton, FL 33431-8599
561-394-0500 BOCA RATON
561-736-2177 PALM BEACH
954-764-2440 BROWARD
FAX: 561-394-3862
INTERNET: www.hodgsonruss.com
EMAIL: bocalaw@hodgsonruss.com

Albany
Boca Raton
Buffalo
New York
Rochester
Toronto
West Palm Beach

Susan K. Baumel, P.A.
Lawrence F. Beyer
Larry Corman, P.A.
George F. deClaire
Anthony L. Dutton, P.A.
Richard A. Goetz, P.A.
Michael H. Gora, P.A.
James M. Hankins, P.A.
Paul E. Roman
Thomas E. Sliney, P.A.

James A. Porter, P.A.
Of Counsel

RESIDENT IN NEW YORK

Paul R. Comeau
Mark S. Klein
Stephen M. Newman

Jeffrey S. Geller

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
HAYDEN-ROYAN HOLLYWOOD FORD, INC.**

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, these Articles of Dissolution provide that:

ARTICLE I

The name of the corporation is Hayden-Royan Hollywood Ford, Inc., a Florida corporation (the "Corporation").

ARTICLE II

The dissolution was authorized by the Corporation's shareholders on December 31, 1997. It ceased doing business in 1997 and that is its final tax deferring year. There has been no business activity during 1998.

ARTICLE III

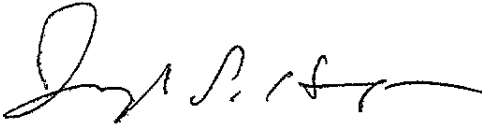
The Corporation has only one voting group consisting of one (1) shareholder entitled to vote on dissolution, *viz.* Joseph P. Hayden owning all of the shares of stock. The vote to dissolve was, *per force*, unanimous, and therefore sufficient for approval.

ARTICLE IV

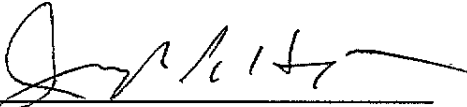
The Corporation is to be dissolved upon the effective date of its Articles of Dissolution.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Corporation by its duly authorized officers on December 31, 1997.

HAYDEN-ROYAN HOLLYWOOD FORD, INC.

By: 
Joseph P. Hayden, President

SOLE SHAREHOLDER'S CONSENT:

By: 
Joseph P. Hayden

Seal

CERTIFIED EXTRACT OF MINUTES
OF
HAYDEN-ROYAN HOLLYWOOD FORD, INC.

The undersigned Chairman of Hayden-Royan Hollywood Ford, Inc. hereby certifies that:

(a) He is the duly elected and acting Chairman of Hayden-Royan Hollywood Ford, Inc., a Florida corporation (the "Corporation");

(b) The following is a certified extract of the Minutes of the Corporation, where the following resolutions were duly adopted by the sole stockholder of the Corporation by written consent dated December 31, 1997;

(c) Such resolutions have not been amended, modified or rescinded and remain in full force and effect on the books and records of the Corporation:

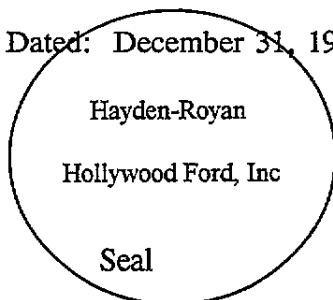
"RESOLVED, that the dissolution of the corporation and the filing with the Department of State of the State of Florida of Articles of Dissolution under Section 607.1403 of the Florida Statutes be, and hereby are, authorized; and it is further

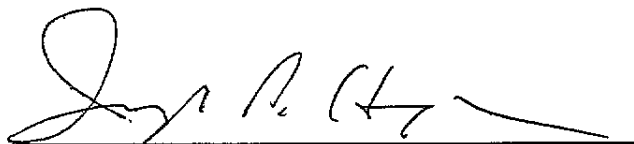
RESOLVED, that written action of the stockholders of the corporation of even date (the "Written Action of Stockholders") pursuant to Section 607.0704 of the Florida Statutes be, and hereby is, adopted:

And it is further

RESOLVED, that the officers of the corporation be, and each of them hereby is, authorized and directed to do all acts and to execute and deliver, in the name and on behalf of the corporation, all instruments necessary or proper to effect the dissolution of the corporation as herein authorized and to carry out the Written Action of the Stockholders.

Dated: December 31, 1997




JOSEPH P. HAYDEN, Chairman

**WRITTEN ACTION OF
THE STOCKHOLDERS**

OF

HAYDEN-ROYAN HOLLYWOOD FORD, INC.

The undersigned, being all of the Stockholders of Hayden-Royan Hollywood Ford, Inc., a Florida corporation, hereby take the following written action in lieu of holding a meeting regarding same, all pursuant to the terms of Section 607.0704, Florida Statutes:

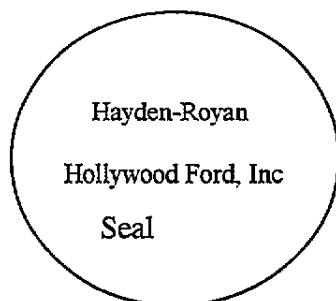
1. It is noted that this corporation's activities came to an end in 1997 and it should therefore be dissolved, and a "final" Federal Income Tax Return be filed for the calendar year 1997.

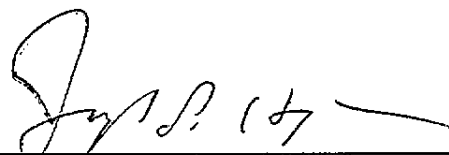
2. This Written Action of the Stockholders is taken to adopt Articles of Dissolution as soon as practicable.

RESOLVED, that the officers of the corporation be, and each of them hereby is, authorized and directed to do all acts and to execute and deliver, in the name and on behalf of the corporation, and to affix the corporate seal to, all instruments necessary or proper in their opinion to effect the dissolution of the corporation as herein authorized and to carry out the plan of complete liquidation of the assets of the corporation as herein adopted, and

FURTHER RESOLVED that after satisfying its obligations, the Corporation's assets and residual rights, shall be assigned pro rata to making provisions for the shareholders.

Dated: December 31, 1997





JOSEPH P. HAYDEN, Stockholder