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HUBERT B. SHENKIN
ATTORNEY-AT-LAW
BOCA PALM PROFESSIONAL PLAZA, SUITE 302
6971 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487

TEL. NO. (561) 241-0179

Licensed in Colorado and Florida

March 25, 1999

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


Gentlemen:

In accordance with Chapter 607, Florida Statutes, LOGSDON & NICOLINI, INC. hereby respectfully requests to be dissolved. Enclosed are two (2) copies of the Articles of Dissolution.

In addition a check in the amount of \$43.75 is enclosed to cover the filing fee and a certified copy of the dissolution.

Thank you for your attention to this matter.

Sincerely yours:



Hubert B. Shenkin
HBS:ndp
encl.

FILED
99 MAR 31 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION
LOGSDON & NICOLINI, INC, a Florida Corporation

- a. The name of the corporation to be dissolved is:

LOGSDON & NICOLINI, INC.

- b. Dissolution was authorized on March 15th, 1999.

- c. The names and respective addresses of the officers and sole director are as follows:

DONALD N. NICOLINI, 2600 N. Flagler Dr., #1012, West Palm Beach, FL 33407

PATRICK F. NICOLINI, 2600 N. Flagler Dr., #1012, West Palm Beach, FL 33407

JOHN LOGSDON, 2600 N. Flagler Dr., #1012, West Palm Beach, FL 33407

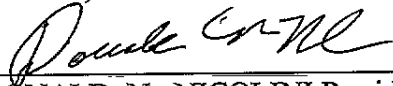
- d. All liabilities and obligations of the corporation have been paid.

- e. All remaining property and assets of the corporation have been distributed to the shareholders in accordance with their respective rights and interests.


- f. There are no actions pending against the corporation in any court.

- g. A copy of election to dissolve the corporation is enclosed, this resolution was signed by DONALD N. NICOLINI, PATRICK F. NICOLINI, Officers and Stockholders and JOHN LOGSDON, Officer, Stockholder and sole Director of LOGSDON & NICOLINI, INC.,

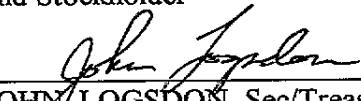
Dated at West Palm Beach, Florida this 15th day of March, 1999.



DONALD N. NICOLINI, President
and Stockholder



PATRICK F. NICOLINI, Vice Pres.
and Stockholder



JOHN LOGSDON, Sec/Treas.
Director and Stockholder

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIED COPY OF RESOLUTION

We, DONALD N. NICOLINI, PATRICK F. NICOLINI, Officers and Stockholders and JOHN LOGSDON, Officer, Stockholder and sole Director of LOGSDON & NICOLINI, INC., a Florida corporation, do hereby certify unto whom it may concern as follows:

1. That LOGSDON & NICOLINI, INC., is a Florida Corporation, which is in the process of liquidation and of dissolution.

2. That the following resolution is a true copy of a resolution duly adopted by the Stockholders and Director of LOGSDON & NICOLINI, INC., by written consent executed by said Stockholders and Director on March 15th, 1999, pursuant to the Florida Corporation Act, to wit:

"Be it resolved by the Director and the owners of all the outstanding common stock of LOGSDON & NICOLINI, INC. that the corporation be completely liquidated and dissolved, pursuant to Section 607.1403, Florida Statutes, and that the complete liquidation and dissolution of the corporation be effected as of March 31st, 1999, under the following Plan of Complete Liquidation and Dissolution:"

Plan of Complete Liquidation and Dissolution

1. Plan of Liquidation. LOGSDON & NICOLINI, INC., a Florida corporation, hereinafter called the Corporation, has issued and outstanding 100 shares of common stock, having a par value of \$1.00 per share. The Corporation will cease the active conduct of its business, wind up its affairs, and will liquidate and distribute all of its assets in complete liquidation, as of March 31st, 1999.

2. Assets and Liabilities. The principal assets of the Corporation consisting of the business known as "Honda,Kawasaki, Suzuki West" and other personal property have been sold. The liabilities of the Corporation consist of current liabilities incurred in connection with the operation of said Corporation and shall be satisfied as of March 31st, 1999.

3. Final Distribution. Prior to the expiration of the adoption of this Plan, those assets of the Corporation that have not been previously distributed, and in the opinion of its Director need no longer be retained to meet the claims or liabilities, shall be distributed to the owners of the Corporation's common stock.

4. Cancellation of Outstanding Shares. The distributions in complete liquidation shall be in exchange solely, and in complete redemption and cancellation of, and in payment for, all of the outstanding shares of common stock of the corporation, and the Shareholders shall surrender their stock certificates for cancellation upon receipt of the final distribution authorized by the Plan of Complete Liquidation and Dissolution herein authorized.

5. Dissolution. The Officers and Director of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Florida at such time, as is deemed to be appropriate.

6. Authorization to Execute and File Documents. The Officers and Director of the Corporation are authorized, empowered and directed to execute and file all documents, which they deem necessary or advisable to carry out the purposes and intentions of this Plan, including Articles of Dissolution under the laws of the State of Florida, and information returns on the necessary Treasury Department Forms, together with income tax returns and the information required by the applicable regulations.

7. Authorization of Necessary Acts. The Officers and Director of the Corporation are

authorized, empowered and directed to do any and all other things in their name and behalf which they may deem necessary or advisable in order to carry out the purposes and intentions of this Plan. Subsequent to the action of the Director, the owners of all of the outstanding stock of the Corporation, pursuant to the General Corporation Act of the State of Florida, approved the adoption of the Following resolution: to-wit:


"Whereas, the sole Director of LOGSDON & NICOLINI, INC., a Florida Corporation, adopted a resolution finding it desirable and in the best interests of the Corporation that such Corporation be dissolved; and


Whereas, the action of the Director in adopting such resolution was agreed to by the owners of all of the outstanding common stock of the Corporation;


Now, Therefore, Be It Resolved that the Corporation be dissolved."

There being no further business to come before this meeting, the meeting was adjourned upon a motion duly made, seconded, and carried.

Dated at West Palm Beach, Florida this 15th day of March, 1999.


DONALD N. NICOLINI, President
and Stockholder


PATRICK F. NICOLINI, Vice Pres.
and Stockholder


JOHN LOGSDON, Sec/Treas.
Director and Stockholder