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August 14, 1998

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

Re: Articles of Voluntary Dissolution of
Frank's Used Cars of Panama City, 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 Frank's Used Cars of Panama City, Inc., to voluntary 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 \$87.50 is enclosed for your fees.

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

Sincerely,

J. F. Sowell CPA
Jerry F. Sowell, C.P.A.

enclosures

FILED
11:17
STATE
FLORIDA

FILED
98 SEP -8 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
FT 11/15/98
G65-987
* cert copy

ARTICLES OF VOLUNTARY DISSOLUTION
OF
FRANK'S USED CARS OF PANAMA CITY, INC.

The undersigned officers of Frank's Used Cars of Panama City, 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 Frank's Used Cars of Panama City, Inc.

Article II - Date of Authorization of Dissolution

The shareholders authorized the dissolution of the corporation at a meeting held March 7, 1998.

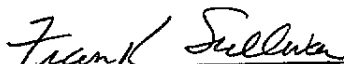
Article III - Effective Date

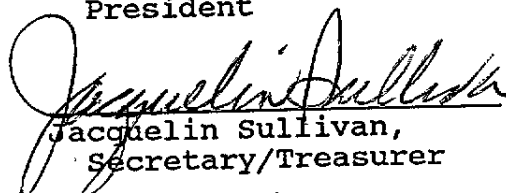
The dissolution of the corporation is to be effective at the stroke of midnight, June 30, 1998

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 30th day of June, 1998.

 (SEAL)
Frank Sullivan,
President

 (SEAL)
Jacquelin Sullivan,
Secretary/Treasurer

FILED
98 SEP - 8 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this
4th day of SEPTEMBER, 1998 by Frank Sullivan,
President of Frank's Used Cars of Panama City, Inc., who is
personally known to me and who did not take an oath.

Wanda B. Segers

Name:
Notary Public
My Commission Expires:



Wanda B Segers
My Commission CC717931
Expires March 23, 2002

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this
4th day of SEPTEMBER, 1998 by Jacquelin
Sullivan, Secretary of Frank's Used Cars of Panama City, Inc., who
is personally known to me and who did not take an oath.

Wanda B. Segers

Name:
Notary Public
My Commission Expires:



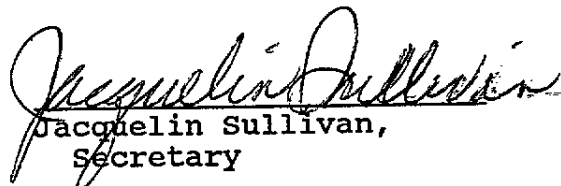
Wanda B Segers
My Commission CC717930
Expires March 23, 2002

MINUTES OF STOCKHOLDERS AND BOARD OF DIRECTORS
MEETING OF FRANK'S USED CARS OF PANAMA CITY, INC.
ADOPTION OF PLAN OF LIQUIDATION

On this 7th day of March, 1998, at the hour of 10:30am, at 958 Jenks Avenue, Panama City, Florida, a special meeting of the stockholders was held, which was attended by the corporation's stockholder and the corporation's directors, Frank Sullivan and Jacquelin Sullivan.

The company desiring to liquidate was advised by its tax consultants to effect a liquidation and that it was necessary for the directors and stockholders to adopt a plan of liquidation which would comply with the Florida Statutory requirements.

It being the desire of all of the stockholders that he corporation should be liquidated an dissolved, a plan of liquidation was proposed and adopted whereby the assets of the corporation are to be distributed in cash or in kind to the shareholders, pro date. Further, the effective date of the dissolution shall be the stroke of midnight, the 30th day of June 1998. The resolution was then adopted by unanimous vote of the stockholders and Directors of Frank's Used Cars of Panama City, Inc.


Jacquelin Sullivan,
Secretary

WRITTEN CONSENT OF STOCKHOLDERS OF
FRANK'S USED CARS OF PANAMA CITY, INC.
TO VOLUNTARILY DISSOLVE

The undersigned, holders and owners of record of all issued and outstanding shares of stock of Frank's Used Cars of Panama City, 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 and do hereby consent in writing.

Frank Sullivan (SEAL)
Frank Sullivan

Jacquelin Sullivan (SEAL)
Jacquelin Sullivan

STATE OF FLORIDA
COUNTY OF BAY

Frank Sullivan, being duly sworn deposes and says that the President of Frank's Used Cars of Panama City, Inc., that the foregoing written consent of the stockholders of Frank's Used Cars of Panama City, Inc., a Florida Corporation, consenting to the dissolution forthwith of said Corporation was so executed by the persons executing the same on the 6th day of June 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 Frank Sullivan, 50 shares, and Jacquelin Sullivan, 50 shares the consenting stockholders and no other persons own any stock in said Corporation.

Frank Sullivan (SEAL)
Frank Sullivan, President

Sworn to and subscribed before me this

Wanda B. Segers
Name:
Notary Public
My Commission Expires: