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Examiner's Initials

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, the undersigned corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Penthouse Motors Corp					
•					
SECOND: The date dissolution was authorized: 12 31 97					
THIRD: Adoption of Dissolution (check one) Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for dissolution was sufficient for approval.					
Dissolution was approved by vote of the shareholders through voting groups.					
Signed this 31st day of December, 1997.					
Penthouse Motors Corp.					
X By San and					
Steve Mairano (typed or printed name)					
President					
(title)					

SHAREHOLDER STATEMENT CONSENT TO DISSOLVE:

Purpose of this Document

The purpose of this document is to satisfy Florida business regulations requirements for a copy of the written consent of all shareholders to dissolve the corporation as well as the requirement for a statement that all shareholders have signed the statement to dissolve.

Written Consent of all Shareholders

We, the undersigned, are the only shareholders of this corporation and we consent to dissolve the Corporation.

Χ_	Stud Ma are (Shareholder)		/2-3/-97 (Date)	_
	(Shareholder)		(Date)	•
	(Shareholder)	<u> </u>	(Date)	
*****	(Shareholder)	 	(Date)	
	(Shareholder)	-	(Date)	
	(Shareholder)	·	(Date)	_

Statement that All Shareholders have Signed Consent to Dissolve

"I certify that all shareholders have signed the statement to dissolve the corporation as required by the Florida Statutes."