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LAW OFFICES

COTTRELL, WARCHOL, MERCHANT & ROLLINGS, L.L.P.

A FLORIDA LIMITED LIABILITY PARTNERSHIP
FEIN 59-2851736

JAMES L. COTTRELL
MARTHA S. WARCHOL
WILLIAM C. MERCHANT
Certified Circuit Court Mediator
Court Appointed Arbitrator
HARVEY ROLLINGS
Certified Family Law Mediator
Certified Circuit Court Mediator
ROBERT E. BONE, JR.
TRACY L. COGHILL

1633 SOUTHEAST 47TH TERRACE
CAPE CORAL, FLORIDA 33904
OR
POST OFFICE BOX 767
CAPE CORAL, FLORIDA 33910

(941) 542-0700
FAX (941) 542-8627
REAL ESTATE FAX (941) 542-5689
E-MAIL: cwmr@peganet.com

March 2, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Car & Truck Tire Services, Inc.
File No. 19952

100003160001--7
-03/07/00--01021--014
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find original and one copy of the Articles of Dissolution with attached copy of the Written Consent of the Shareholders and Directors and this Firm's check in the amount of \$35.00 for filing same. Please return a copy of the filed Articles in the envelope I have provided for your convenience.

Please contact me if you have any questions regarding this matter.

Sincerely,

Tracy L. Coghill
Tracy L. Coghill *TC*

ENCLOSURES

FILED

00 MAR -6 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DISS

S. PAYNE MAR 7 2000

ARTICLES OF DISSOLUTION
OF

CAR & TRUCK TIRE SERVICES, INC.

The name of the corporation is CAR & TRUCK TIRE SERVICES, INC.
(the "Corporation"). It was organized under the laws of the State
of Florida on April 14, 1986.

Upon the recommendation of the Board of Directors, the
stockholders have, by unanimous written consent, elected to
dissolve the Corporation. A copy of the consent authorizing the
dissolution as of June 7, 1999, is incorporated and attached as
Exhibit "A".

IN WITNESS WHEREOF, the undersigned have executed these
Articles of Dissolution on June 7, 1999, in Fort Myers, Lee County,
Florida.

CAR & TRUCK TIRE SERVICES, INC.
a Florida corporation

By *Michael D. Van der Hoeck*
MICHAEL D. VAN DER HOEK,
Its President

Attest *E. van der Hoeck*
EVE VAN DER HOEK
Its Secretary

(Corporate Seal)



FILED

00 MAR -6 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS IN
LIEU OF MEETING OF BOARD OF DIRECTORS
AND STOCKHOLDERS PURSUANT TO 607.0704 AND 607.0831
OF THE FLORIDA BUSINESS CORPORATION ACT

OF

CAR & TRUCK TIRE SERVICES, INC.

The undersigned being all of the Officers, Stockholders and Directors of the above-named corporation, hereby take 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 provisions of the Internal Revenue code of 1954; as amended, and further

RESOLVED, that there are no creditors of the corporation.

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

1. File the appropriate forms with the District Director of Internal Revenue Service at Chamblee, Georgia, together with a copy of this consent.

2. Transfer all of the assets of the corporation according to the attached schedule.

3. Distribute all of the assets subject to any unpaid liabilities 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.

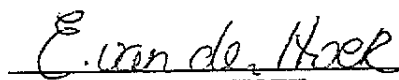
5. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and

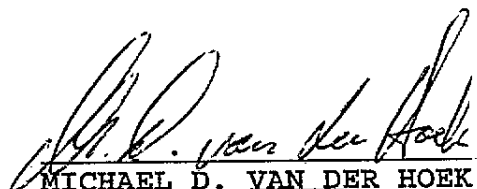
6. Provide for the payment of any indebtedness owed by the corporation to any creditors or lienors, and

FURTHER RESOLVED, that all actions taken on behalf of the 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: June 7, 1999.

APPROVED AND ACCEPTED:


EVE VAN DER HOEK,
Director and Stockholder
Vice-President/Secretary


MICHAEL D. VAN DER HOEK
Director and Stockholder
President

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