

**SMITH
SAUER
& DEMARIA**
ATTORNEYS AT LAW

J64897

April 7, 1999

*G. Thomas Smith
Board Certified
Real Estate Attorney*

Secretary of State
Corporate Records Division
Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Esquire Auto Sales, Inc.

700002861487--6
-05/04/99-01027-013
*****35.00 *****35.00

Dear Sir/Madame:

Enclosed please find the original a copy of the Articles of Dissolution for the above captioned corporate document number along with a check in the amount of \$35.00 to cover the filing fee. I have also enclosed copies of the Joint Resolution and Minutes of the joint meeting of Shareholders and Directors in which the resolution to dissolve was unanimously approved. Please return the copy of the Articles of Dissolution to me, date stamped as evidence of filing. If you have any questions, please do not hesitate to call.

Sincerely,



Gloria Heckman
Legal Assistant to
G. Thomas Smith

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY -4 AM 10:27
FILED

/enclosures

GM
J64897
7P8 5-4-99

ARTICLES OF DISSOLUTION

1. The name of the corporation is Esquire Auto Sales, Inc.

2. The names and respective addresses of its officers are:

R. C. Galyean	827 Bay Cliffs Road, Gulf Breeze, FL 32561
Diana M. Galyean	827 Bay Cliffs Road, Gulf Breeze, FL 32561
Judy C. Swaney	Rt. 4, Box 218, Montevallo, AL

3. The names and respective addresses of its directors are:

R. C. Galyean	827 Bay Cliffs Road, Gulf Breeze, FL 32561
Diana M. Galyean	827 Bay Cliffs Road, Gulf Breeze, FL 32561
Judy C. Swaney	Rt. 4, Box 218, Montevallo, AL

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

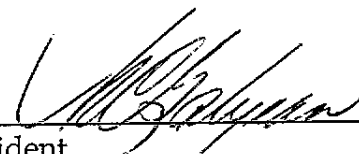
5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

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

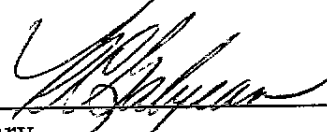
7. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 26th day of December, 1998.

DATED this 22 day of April, 1999

EFFECTIVE DATE OF DISSOLUTION is the 31st day of December, 1998.



 President




 Secretary

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by R. C. Galyean who is the President of Esquire Auto Sales, Inc., and who is personally known to me or produced _____ as identification on this 22nd day of April, 1999.

NOTARY STAMP:


NOTARY PUBLIC
Printed Name: G. Thomas Smith
My Commission Expires:


STATE OF FLORIDA
COUNTY OF ESCAMBIA



G THOMAS SMITH
My Commission CC484224
Expires Jul. 28, 1999
Bonded by ANB
800-852-5878

The foregoing instrument was acknowledged before me by R. C. Galyean who is the Secretary of Esquire Auto Sales, Inc., and who is personally known to me or produced _____ as identification on this 22nd day of April, 1999.

NOTARY STAMP:


NOTARY PUBLIC
Printed Name: G. Thomas Smith
My Commission Expires:



G THOMAS SMITH
My Commission CC484224
Expires Jul. 28, 1999
Bonded by ANB
800-852-5878

**JOINT RESOLUTION OF
THE BOARD OF DIRECTORS AND SHAREHOLDERS OF
ESQUIRE AUTO SALES, INC.**

WHEREAS, the Board of Directors and Shareholders of Esquire Auto Sales, Inc. have declared it advisable that the corporation be dissolved effective December 31, 1998, be approved.

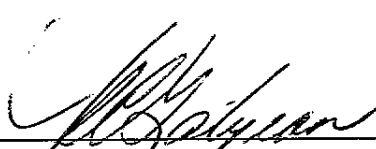
WHEREAS, the Board of Directors and Shareholders of Esquire Auto Sales, Inc. do hereby approve of the dissolution of said Corporation.

RESOLVED, that the dissolution of Esquire Auto Sales, Inc., effective December 31, 1998 are hereby approved.

RESOLVED FURTHER, that the Chairman and Secretary of this meeting are hereby authorized and directed to make, execute, and acknowledge a certificate under the corporation seal of this Corporation.

I, R. C. Galyean, do hereby certify that I am the duly elected and qualified secretary and the keeper of the records and corporate seal of Esquire Auto Sales, Inc., a corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of a resolution duly adopted at a joint meeting of the Board of Directors and Shareholders thereof, convened and held in accordance with law and bylaws of said Corporation on December 26, 1998, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereunto affixed, this 26th day of December, 1998.



R. C. Galyean, Secretary

**MINUTES OF THE SPECIAL JOINT MEETING OF
THE BOARD OF DIRECTORS AND SHAREHOLDERS
OF
ESQUIRE AUTO SALES, INC.**

The special joint meeting of the Board of Directors and Shareholders of the corporation was held at 827 Bay Cliffs Road, Gulf Breeze Fl, December 26, 1998.

The following shareholders were present:

<u>Shareholder</u>	<u>Shares</u>	<u>In Person</u>	<u>By Proxy</u>
R.C. Galyean		✓	

being a quorum of the shareholders of the corporation.

R. C. Galyean was elected chairman and Secretary of the meeting.

The chairman called the meeting to order and the secretary then presented and read a waiver of notice of the meeting, subscribed by all the directors and shareholders of the corporation, and it was ordered that it be appended to the minutes of the meeting.

The chairman announced that the purpose of the meeting was to discuss and act upon a proposal to adopt a plan of liquidation and dissolution of the corporation and to sell the principal assets of the corporation.

After discussion and review and upon motion duly made, seconded, and unanimously carried, the following resolutions were adopted by the directors and the holders of 100% of the issued and outstanding shares of the stock of the corporation:

RESOLVED, that in the judgment of the Directors and the Shareholders of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be liquidated and dissolved.

RESOLVED, that a plan of liquidation, in accordance with Section 337 of the

Internal Revenue Code of 1954, as amended, and in accordance with the provisions of Sections 607.257 and 607.261 of the Florida Statutes, it hereby is formulated to effect such liquidation and dissolution as hereinafter provided.

RESOLVED, that the proper officers of the Corporation be, and that they hereby are, authorized and directed to file a copy of these resolutions and Articles of Dissolution with the Secretary of State of Florida;

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties and assets of the Corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation.

RESOLVED, that the corporation, upon approval of this dissolution and plan of liquidation, notify all creditors and claimants of the dissolution.

RESOLVED, that after providing for all proper debts of the Corporation, the remaining assets of the Corporation be distributed to the stockholders of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable, but in no event later than the termination of a twelve-month period commencing with the date of adoption of this plan of complete liquidation; and

RESOLVED, that if the sale and distribution of all of the properties and assets of the corporation can not be consummated before the end of the twelve-month period, the Board of Directors may abandon the Plan and all action contemplated hereby. Upon such abandonment, the Plan shall be void.


RESOLVED, that the officers or accountants of the Corporation are authorized and directed to file all necessary tax returns, forms and resolutions with the Internal Revenue Service within the proper time limits.

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

RESOLVED that the dissolution of the Corporation shall be effective as of December 31, 1998.

There being no further business before the meeting, on motion duly made, seconded and unanimously carried, the meeting adjourned.

Dated - December 26, 1998



Chairman



Secretary