

M64483

Cheryl J. Godfrey
4902 26th Avenue Drive East
Palmetto, Florida 34221
Day Phone: (941) 756-8418
Night Phone: (941) 722-7538

July 18, 1997

Division of Corporations
Attention: Amendments Section
409 East Gaines Street
Tallahassee, Florida 32399

#1

Re: Dissolution of Hub Caps U.S.A., Inc.
Amendment of Godfrey, Inc.

~~700002242697--0~~
~~-07/21/97--01077--004~~
~~****122.50 ****122.50~~

Gentlemen:

700002242697--0
-07/21/97--01077--004
****122.50 *****35.00

Enclosed please find the following documents regarding the above referenced matters:

1. Articles of Dissolution of Hub Caps U.S.A., Inc. (with attached share-holders consent to voluntary dissolution).
2. Waiver signed by the President of Hub Caps U.S.A., Inc. releasing the corporate name for use by Godfrey, Inc.
3. Articles of Amendment to Articles of Incorporation of Godfrey, Inc. changing the corporate name to Hub Caps U.S.A., Inc.
4. My check in the amount of \$122.50 representing:
 - a) \$35.00 filing fee for dissolving Hub Caps U.S.A., Inc.
 - b) \$35.00 filing fee for amending articles of Godfrey, Inc.
 - c) \$52.50 for one certified copy of the Articles of Amendment to Articles of Incorporation of Godfrey, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 JUL 21 1997

APPROVED
AND
FILED

Please dissolve the corporation currently titled "Hub Caps U.S.A., Inc." then change the corporate name of Godfrey, Inc. to Hub Caps U.S.A., Inc. and forward the certified copy of the amended articles to me in the enclosed self-addressed, stamped envelope.

Thank you for your prompt attention to this matter.

Sincerely,

Cheryl J. Godfrey
CHERYL J. GOFREY

M64483
FLD 153
HPG
7-28-97

HUB CAPS U.S.A., INC.
ARTICLES OF DISSOLUTION

1. The name of this corporation is HUB CAPS U.S.A., INC.
2. The names and respective addresses of its officers are:

Theresa Honan
940 Winter Garden Drive
Sarasota, Florida 34243

Kristen Beauregard
940 Winter Garden Drive
Sarasota, Florida 34243

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

Theresa Honan
940 Winter Garden Drive
Sarasota, Florida 34243

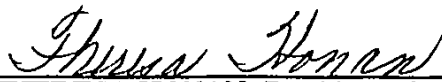
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made for them.

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

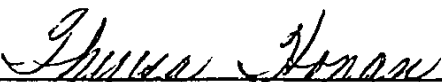
6. There are no actions pending against the corporation in any court.

7. An executed copy of the written consent of the shareholders to dissolve is attached. This written consent has been signed by all shareholders of the corporation.

Dated: 7-14-97



THERESA HONAN, President of
HUB CAPS U.S.A., INC.



THERESA HONAN, Secretary of
HUB CAPS U.S.A., INC.

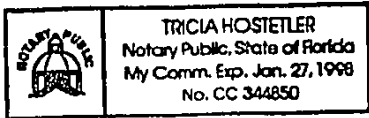
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


97 JUL 21 PM 3:26

APPROVED
AND
FILED

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared THERESA HONAN,
President of HUB CAPS U.S.A., INC., who acknowledged that she executed the foregoing
instrument for the purposes therein expressed this 7-14 day of July, 1997.





Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 21 2 24 25

RECORDED
INDEXED

HUB CAPS U.S.A., INC.
SHAREHOLDER'S CONSENT TO VOLUNTARY
CORPORATE DISSOLUTION

The undersigned, THERESA HONAN, being the sole shareholder of HUB CAPS U.S.A., INC., consents to the voluntary dissolution of HUB CAPS U.S.A., INC. with all assets being transferred to the undersigned.

Dated: 7.14.97

Theresa Honan
THERESA HONAN, Shareholder