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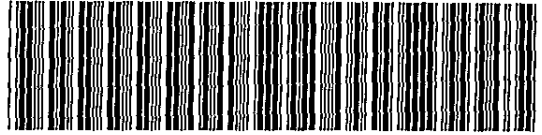
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V SHEPARD JAN 21 2003

To Whom it may Concern,
Enclosed are the Articles of
Dissolution for Race Auto Sales, Inc.
Please send a certified copy to:

Donald R. Padgett
Milton Dodge
6348 Hwy 90 West
Milton, FL 32570

A check for \$43.75 is also
enclosed. Thanks.

Don Padgett.

ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is: PACE AUTO SALES, INC.

SECOND: The date dissolution was authorized: DECEMBER 31, 2002

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

_____ (voting group)

Signed this 31ST day of DECEMBER, 2002.

Signature Donald R. Padget, Pres.
(By the Chairman or Vice Chairman of the Board, President, or other officer)

DONALD R. PADGET
(Typed or printed name)

PRESIDENT.
(Title)