

10-31-06

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From: JOHNSON, POPE, LLP

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DIVISION OF CORPORATIONS

DISSOLUTION OR WITHDRAWAL

DEALER MANAGER SERVICES, INC.

Certificate of Status	1
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ARTICLES OF DISSOLUTION
OF
DEALER MANAGER SERVICES, INC.

The undersigned, as President of DEALER MANAGER SERVICES, INC., does hereby certify and affirm that the following are true and correct:

1. The name of Corporation: DEALER MANAGER SERVICES, INC.
2. Debts, Obligations and Liabilities: All debts, obligations and liabilities of DEALER MANAGER SERVICES, INC. have been paid or discharged or adequate provision for same has been satisfactorily made.
3. Property and Assets: All property and assets of DEALER MANAGER SERVICES, INC. will be distributed to its Sole Stockholder in accordance with his rights and interest after such assets were used to satisfy the liabilities and obligations of DEALER MANAGER SERVICES, INC.
4. Pending Action: There are no actions pending against DEALER MANAGER SERVICES, INC. in any court.
5. Stockholder Action: Attached hereto is an executed Written Consent by Sole Stockholder and Sole Director of DEALER MANAGER SERVICES, INC. to dissolve the Corporation. A total of 100 shares out of 100 shares voted for the dissolution, and the number cast for dissolution was sufficient for approval.
6. Effective Date: These Articles of Dissolution were approved on the 30th day of October, 2006.

The undersigned has executed these Articles of Dissolution on the 30th day of October, 2006.

DEALER MANAGER SERVICES, INC.,
a Florida corporation

By: 
Scott Fink, President

Prepared By:
Michael G. Little, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
811 Chestnut Street
Clearwater, Florida 33756
Bar No. 0861677
(727) 461 1818

WRITTEN CONSENT BY
SOLE STOCKHOLDER AND SOLE DIRECTOR
OF
DEALER MANAGER SERVICES, INC.

The Sole Stockholder and Sole Director of DEALER MANAGER SERVICES, INC., a corporation organized and existing under the laws of the State of Florida, does hereby agree, consent to, adopt and order the following corporate actions:

1. The undersigned does hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.
2. The Sole Stockholder and Sole Director of the corporation has approved a proposal to liquidate and dissolve the Corporation. After careful consideration, the following resolution was unanimously adopted by the Sole Stockholder and Director:

RESOLVED, that the following plan of complete liquidation of DEALER MANAGER SERVICES, INC., in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, be and is hereby adopted:

The Sole Officer and Sole Director is authorized and directed to proceed promptly to wind up the Corporation's affairs, to collect and reduce to possession its assets and to pay or provide for its liabilities.

As soon as possible, counsel for the Corporation shall file Articles of Dissolution of the Corporation with the Secretary of the State of Florida, and the Sole Officer of the Corporation is authorized to execute all documents necessary in connection with the dissolution.

The Corporation's assets shall be distributed to the Sole Stockholder of the Corporation upon cancellation of the shares owned by such Stockholder.

The Sole Officer shall wind up the affairs of the Corporation; pay or provide for its liabilities; establish a reserve in a reasonable amount to meet the known liabilities and liquidating expenses and estimated unascertained or contingent liabilities and continued expenses, if he deems such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the Sole Stockholder, and cancel his shares; take all appropriate and necessary action to dissolve the Corporation under Florida law.

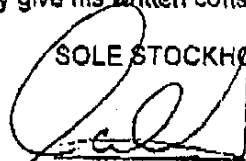
If a reserve is established for claims against the Corporation, the Sole Officer shall arrange for the distribution of any unused balance of the reserve to the Sole Stockholder as soon as practicable.

The actions of the Sole Officer and Sole Director of the corporation from the last meeting until the date of this meeting are hereby ratified and confirmed as acts of the corporation.

The actions contained herein were approved on the 30th day of October, 2006.

The undersigned does hereby give his written consent to the foregoing actions.

SOLE STOCKHOLDER AND DIRECTOR:



SCOTT FINK

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