

P930000.45995

LEFTER, CUSHMAN & WILKINSON, P.A.

J. BAIRD LEFTER
RICK W. SADORF
G. BARRY WILKINSON

ATTORNEYS AND COUNSELORS AT LAW
696 FIRST AVENUE NORTH, SUITE 201
ST. PETERSBURG, FLORIDA 33701-3649
TELEPHONE (727) 823-1514
FAX (727) 823-0328
E MAIL ADDRESS
GBarryW@tampabay.rr.com

OF COUNSEL
THOMAS R. CUSHMAN
ALICE L. CUSHMAN

January 30, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800004853138--0
-02/01/02--01045--007
*****35.00 *****35.00

Re: AAA Abacus Mr. Auto Insurance of Port Charlotte, Inc.

Gentlemen:

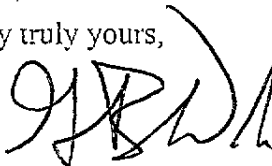
Enclosed herewith please find the following for the above referenced matter:

1. Original and one (1) copy of the Articles of Dissolution;
2. Original and one (1) copy of the Unanimous Consent in Lieu of Special Meeting of Shareholders; and
3. My firm's check, number 12631, in the amount of \$35.00 for the filing fee.

Please file and stamp the Articles of Dissolution and Unanimous Consent in Lieu of Special Meeting of Shareholders, and return the copies to my office in the enclosed pre-addressed, stamped envelope.

If you have any questions or if you need any additional information, please do not hesitate to contact me.

Very truly yours,



G. Barry Wilkinson

GBW:alk

Enclosures

cc: Gregory T. Wilkinson
\\Devel\FILES\AAA Abacus\Letters\DeptDiss.ltr.wpd

Uobli's

V SHEPARD FEB 6 2002

FILED OF STATE
SECRETARY OF CORPORATIONS
02 FEB - 1 AM 11:35

**ARTICLES OF DISSOLUTION
OF
AAA ABACUS MR. AUTO INSURANCE OF PORT CHARLOTTE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
02 FEB -1 AM 11:35

AAA ABACUS MR. AUTO INSURANCE OF PORT CHARLOTTE, INC., in accordance with the Florida Business Corporation Act, hereby adopts the following Articles of Dissolution:

ARTICLE I.: NAME

The name of the Corporation is **AAA ABACUS MR. AUTO INSURANCE OF PORT CHARLOTTE, INC.**

ARTICLE II.: DISSOLUTION

The dissolution was authorized on December 31, 2001, with an effective date of dissolution of December 31, 2001.

ARTICLE III.: ADOPTION OF DISSOLUTION

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

IN WITNESS WHEREOF, the undersigned have signed these Articles of Dissolution this 22 day of January, 2002.

**AAA ABACUS MR. AUTO INSURANCE OF
PORT CHARLOTTE, INC.**

By: _____

CHARLES L. LINDBACK, President

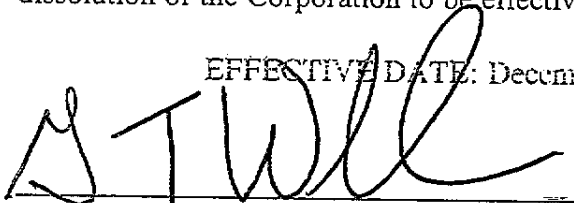


**UNANIMOUS CONSENT IN LIEU OF SPECIAL MEETING
OF SHAREHOLDERS OF
AAA ABACUS MR. AUTO INSURANCE OF PORT CHARLOTTE, INC.**

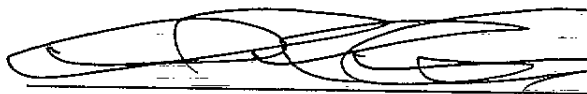
This Consent shall be in lieu of a special meeting of the Shareholders of AAA ABACUS MR. AUTO INSURANCE OF PORT CHARLOTTE, INC.

The undersigned, being all of the Shareholders of AAA ABACUS MR. AUTO INSURANCE OF PORT CHARLOTTE, INC., acting without meeting, pursuant to the Florida Business Corporation Act and the Bylaws of the Corporation, does hereby consent to the dissolution of the Corporation to be effective as of December 31, 2001.

EFFECTIVE DATE: December 31, 2001.


GREGORY T. WILKINSON, Shareholder


DEBRA WILKINSON, Shareholder


CHARLES L. LINDBACK, Shareholder


KATHLEEN LINDBACK, Shareholder

P930000 45995

LEFTER, CUSHMAN & WILKINSON, P.A.

ATTORNEYS AND COUNSELORS AT LAW

696 FIRST AVENUE NORTH, SUITE 201

ST. PETERSBURG, FLORIDA 33701-3649

TELEPHONE (727) 823-1514

FAX (727) 823-0328

E MAIL ADDRESS

GBarryW@tampabay.rr.com

J. BAIRD LEFTER
RICK W. SADORF
G. BARRY WILKINSON

OF COUNSEL
THOMAS R. CUSHMAN
ALICE L. CUSHMAN

January 30, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800004853138--0
-02/01/02--01045--007
*****35.00 *****35.00

Re: AAA Abacus Mr. Auto Insurance of Port Charlotte, Inc.

Gentlemen:

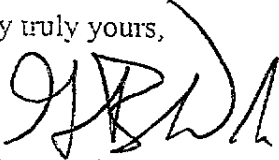
Enclosed herewith please find the following for the above referenced matter:

1. Original and one (1) copy of the Articles of Dissolution;
2. Original and one (1) copy of the Unanimous Consent in Lieu of Special Meeting of Shareholders; and
3. My firm's check, number 12631, in the amount of \$35.00 for the filing fee.

Please file and stamp the Articles of Dissolution and Unanimous Consent in Lieu of Special Meeting of Shareholders, and return the copies to my office in the enclosed pre-addressed, stamped envelope.

If you have any questions or if you need any additional information, please do not hesitate to contact me.

Very truly yours,



G. Barry Wilkinson

GBW:alk

Enclosures

cc: Gregory T. Wilkinson

\\D:\a\FILES\AAAA Abacus\Letters\DeptDiss.ltr.wpd

Uobli's

V SHEPARD FEB 6 2002

FILED OF STATE
SECRETARY OF CORPORATIONS
02 FEB - 1 AM 11:35

**ARTICLES OF DISSOLUTION
OF
AAA ABACUS MR. AUTO INSURANCE OF PORT CHARLOTTE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
02 FEB -1 AM 11:35

AAA ABACUS MR. AUTO INSURANCE OF PORT CHARLOTTE, INC., in accordance with the Florida Business Corporation Act, hereby adopts the following Articles of Dissolution:

ARTICLE I.: NAME

The name of the Corporation is AAA ABACUS MR. AUTO INSURANCE OF PORT CHARLOTTE, INC.

ARTICLE II.: DISSOLUTION

The dissolution was authorized on December 31, 2001, with an effective date of dissolution of December 31, 2001.

ARTICLE III.: ADOPTION OF DISSOLUTION

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

IN WITNESS WHEREOF, the undersigned have signed these Articles of Dissolution this 22 day of January, 2002.

**AAA ABACUS MR. AUTO INSURANCE OF
PORT CHARLOTTE, INC.**

By: _____

CHARLES L. LINDBACK, President

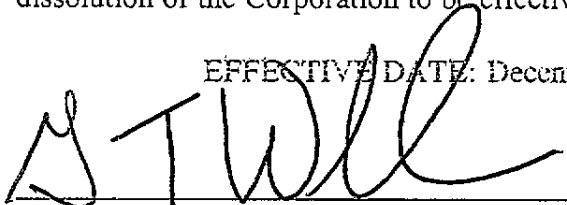
Charles L. Lindback

**UNANIMOUS CONSENT IN LIEU OF SPECIAL MEETING
OF SHAREHOLDERS OF
AAA ABACUS MR. AUTO INSURANCE OF PORT CHARLOTTE, INC.**

This Consent shall be in lieu of a special meeting of the Shareholders of AAA ABACUS MR. AUTO INSURANCE OF PORT CHARLOTTE, INC.

The undersigned, being all of the Shareholders of AAA ABACUS MR. AUTO INSURANCE OF PORT CHARLOTTE, INC., acting without meeting, pursuant to the Florida Business Corporation Act and the Bylaws of the Corporation, does hereby consent to the dissolution of the Corporation to be effective as of December 31, 2001.

EFFECTIVE DATE: December 31, 2001.


GREGORY T. WILKINSON, Shareholder


DEBRA WILKINSON, Shareholder


CHARLES L. LINDBACK, Shareholder


KATHLEEN LINDBACK, Shareholder