

DAVID F. CLICK
ATTORNEY AT LAW

SUITE 15, PARKWAY PLAZA
810 SATURN STREET
JUPITER, FLORIDA 33417
TELEPHONE (561) 747-7077

P94000012837

November 18, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

500002692865--0
-11/20/98--01067--016
****210.00 *****43.75

Dear Sir:

Enclosed are Articles of Incorporation for HALDEMAN DEALERSHIPS, INC., and Articles of Dissolution for Tequesta Management, Inc., together with a check for \$210.00.

Please arrange to have the Articles filed as promptly as possible, and return to us a certified copy. If there is any problem or question, please contact me immediately.

The check for \$210.00 represents the following charges:

Filing Fee - Incorporation	\$ 35.00
Certified Copy	\$ 52.50
Resident Agent Form	\$ 35.00
Total for Haldeman Dealerships, Inc.	\$122.50
Filing Fee - Dissolution	\$ 35.00
Certified Copy	\$ 52.50
Total for Tequesta Management, Inc.	\$ 87.50

Thank you for your cooperation.

Very truly yours,

David F. Click

DFC/krf
Enclosures
cc: Haldeman Dealerships, Inc.

FL Diss
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#Cert Copy
11-20-98

FILED

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ARTICLES OF DISSOLUTION
OF
TEQUESTA MANAGEMENT, INC.

1. The name of the corporation is TEQUESTA MANAGEMENT, INC.
2. The names and respective addresses of its officers are:

Allen C. Haldeman, President
Bonnie A. Haldeman, Secretary-Treasurer
18206 Southeast Village Circle
Tequesta, FL 33469

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

Allen C. Haldeman
18206 Southeast Village Circle
Tequesta, FL 33469

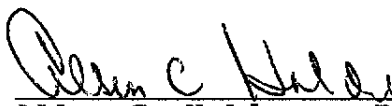
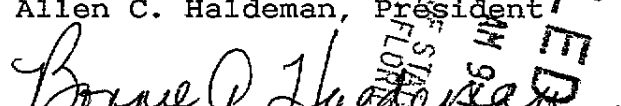
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

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.

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

DATED this 5th day of November, 1998.


Allen C. Haldeman, President

Bonnie A. Haldeman, Secretary

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CLERK OF DISTRICT COURT
FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally appeared ALLEN C. HALDEMAN who is the President of TEQUESTA MANAGEMENT, INC. and acknowledged before me that he executed the foregoing Articles of Dissolution.

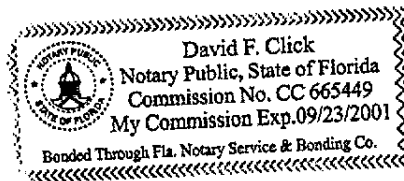
IN WITNESS WHEREOF I have hereunto set my hand and seal on this 5th Day of November, 1998.

(SEAL)

David F. Click

NOTARY PUBLIC

My commission expires:



CERTIFICATE OF DISSOLUTION

OF

TEQUESTA MANAGEMENT, INC.

Pursuant to the Business Corporation Act, the undersigned, being the President and the Secretary of TEQUESTA MANAGEMENT, INC., ("the Corporation"), hereby certify that:

1. The principal office of TEQUESTA, MANAGEMENT, INC. is at 18206 Southeast Village Circle, Tequesta, FL 33469, County of Martin, State of Florida, and the manager in charge thereof, upon whom process against this corporation may be served at such address is ALLEN C. HALDEMAN.

2. The Certificate of Incorporation of the Corporation was filed with the Department of State on February 14, 1994, under the name of TEQUESTA MANAGEMENT, INC.

3. The name and address of the Corporation's Directors are as follows:

Allen C. Haldeman
18206 Southeast Village Circle
Tequesta, FL 33469

and the names, titles, and addresses of the officers of the Corporation are as follows:

Allen C. Haldeman, President
Bonnie A. Haldeman, Secretary-Treasurer
18206 Southeast Village Circle
Tequesta, FL 33469

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4. That the Corporation elects to dissolve.

5. That the dissolution of the Corporation was authorized by Written Consent of the Shareholders of all outstanding shares, dated November 11-5, 1998.

IN WITNESS WHEREOF, I hereunto sign my name and affirm under penalties of perjury that the statements made herein are true this _____ day of November, 1998.

Allen C. Haldeman
President

Bonnie A. Haldeman
Secretary