

P94000072339

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Palm Bay, Florida 32905

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February 19, 1998

Florida Department of State  
Division of Corporations  
409 East Gains Street  
Tallahassee, FL 32399

FILED  
MAR 11 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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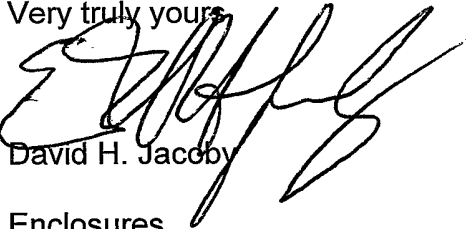
RE: Articles of Dissolution for American Motor Works Company

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of American Motor Works Company. Also enclosed please find check number 4271 in the amount of \$35.00 as the required fee to process said documents. Please file same and return a copy to our office.

Thank you in advance for your prompt attention to this matter.

Very truly yours,



David H. Jacoby

Enclosures

cc: James R. Cheal  
Jeff W. Starke

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VS MAR 12 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FEB 27 1998

February 25, 1998

DAVID H. JACOBY  
1581 ROBERT J. CONLAN BLVD., N.E.  
THE EXCHANGE - SUITE 100  
PALM BAY, FL 32905

SUBJECT: AMERICAN MOTOR WORKS CO.  
Ref. Number: P94000072339

We have received your document for AMERICAN MOTOR WORKS CO. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 398A00010671

ARTICLES OF DISSOLUTION  
OF  
AMERICAN MOTOR WORKS CO.

FILED  
98 MAR 11 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the Corporation is AMERICAN MOTOR WORKS  
CO.
2. The names and addresses of the officers are:
  - a. Jeff W. Starke  
988 Spring Street, Palm Bay, FL 32907
  - b. James R. Cheal  
670 Barcelona Court, Satellite Beach, FL 32937
3. The names and addresses of the directors are:
  - a. Jeff W. Starke  
988 Spring Street, Palm Bay, FL 32907
  - b. James R. Cheal  
670 Barcelona Court, Satellite Beach, FL 32937
4. All liabilities and obligations of the Corporation have been paid or  
discharged.
5. That all remaining property and assets of the Corporation have been  
distributed among the shareholders in accordance with their respective rights and  
interests.
6. That there are no actions pending against the Corporation in any court.
7. That the Board of Directors have elected to dissolve the Corporation, a  
copy of the Resolution to Dissolve being attached hereto. The resolution was

adopted by the shareholders of the Corporation on this 9th day of  
February, 1998.

AMERICAN MOTOR WORKS CO.

BY: James R. Cheah

President, James R. Cheah

Attested by [Signature]

Secretary,

Dated this 9 day of FEBRUARY, 1998.

WAIVER OF NOTICE OF SPECIAL MEETING  
OF THE SHAREHOLDERS OF  
AMERICAN MOTOR WORKS CO.

WE, the undersigned, being all of the shareholders of the Corporation, hereby agree and consent that a special meeting of the shareholders of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

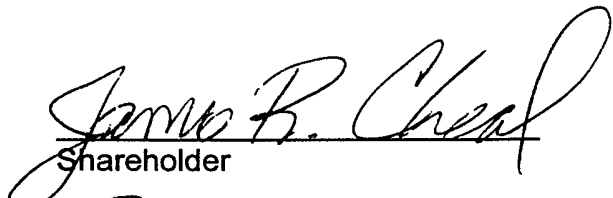
We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournments thereof as may be deemed advisable by the shareholders present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such meeting were held after notice.

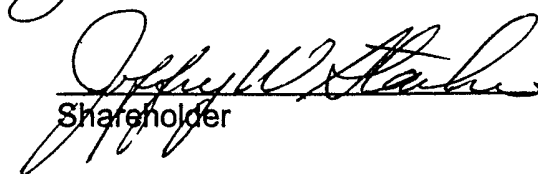
Place of Meeting: 1581 Robert J. Conlan Blvd., Ste. 100, Palm Bay, Florida  
32905

Time of Meeting: 4:00 p.m.

Purpose of Meeting: Advisability of dissolving the Corporation

Dated: February 9, 1998

  
Shareholder

  
Shareholder

MINUTES OF SPECIAL MEETING  
OF THE SHAREHOLDERS OF  
AMERICAN MOTOR WORKS CO.

The special meeting of the Shareholders of the above-captioned Corporation was held on the date, time and at the place set forth in the written Waiver of Notice signed by all the Shareholders, fixing such time and place, and prefixed to the minutes of this meeting.

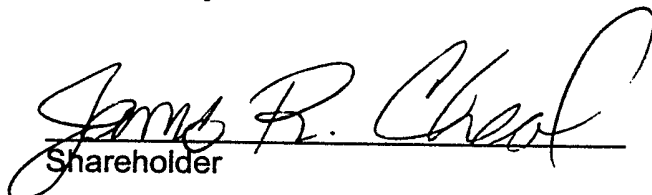
The meeting was called to order by the President and the advisability of dissolving the Corporation was discussed. After discussion, upon motion duly made, seconded and carried by majority vote, it was

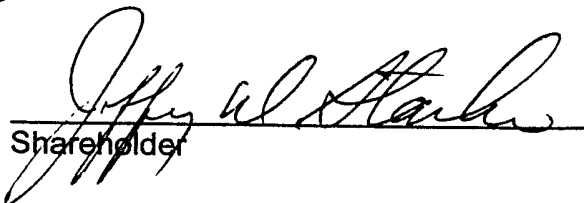
RESOLVED, that the Corporation be dissolved and that Articles of Dissolution shall be filed as provided by Florida Statutes.

RESOLVED, that the President and such officers as he may designate are hereby authorized, empowered and directed to take any and all action necessary to dissolve the Corporation.

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the same was adjourned.

Dated: February 9, 1998

  
Shareholder

  
Shareholder