

P95000026177

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Auto outfitters, Inc.

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-02/16/98-01031-021

*****35.00 *****35.00

RECEIVED
98 FEB 16 PM 12:25
DIVISION OF CORPORATION

FILED
98 FEB 16 PM 1:37
SECRETARY OF STATE
DIVISION OF CORPORATIONS

___ Art of Inc. File ___
___ LTD Partnership File ___
___ Foreign Corp. File ___
___ L.C. File ___
___ Fictitious Name File ___
___ Trade/Service Mark ___
___ Merger File ___
___ Art. of Amend. File ___
___ RA Resignation ___
___ ☒ Dissolution / Withdrawal ___
___ Annual Report / Reinstatement ___
___ Cert. Copy ___
___ ☒ Photo Copy ___
___ Certificate of Good Standing ___
___ Certificate of Status ___
___ Certificate of Fictitious Name ___
___ Corp Record Search ___
___ Officer Search ___
___ Fictitious Search ___
___ Fictitious Owner Search ___
___ Vehicle Search ___
___ Driving Record ___
___ UCC 1 or 3 File ___
___ UCC 11 Search ___
___ UCC 11 Retrieval ___
___ Courier ___

Signature _____

Requested by: Cher 2-16 1038

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

Diss.
2-16-98
CC

ARTICLES OF DISSOLUTION
OF
AUTO OUTFITTERS, INC.

FILED
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
98 FEB 16 PM 1:38

Pursuant to Section 607.1403, Florida Statutes, AUTO OUTFITTERS, INC., a corporation organized and existing under the laws of the State of Florida, DOES HEREBY CERTIFY:

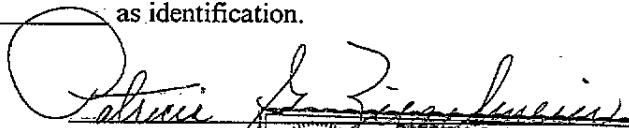
- FIRST: The name of the corporation being dissolved is AUTO OUTFITTERS, INC.
- SECOND: The date of incorporation of the corporation: April 3, 1995
- THIRD: That the Board of Directors of the Corporation, by Written Action dated the 31st day of December, 1997, duly adopted the attached resolution unanimously by the whole Board.
- FOURTH: That thereafter, pursuant to the resolution of the Board of Directors the Shareholders of the Corporation, by Written Action dated the 31st day of December, 1997, duly adopted the attached resolution unanimously adopting the Director's recommendation and approving the dissolution of the Corporation.

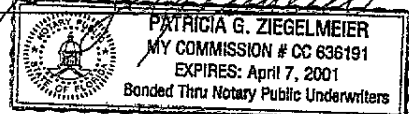
IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of AUTO OUTFITTERS, INC., by its President, this 6TH day of February, 1998.


STEPHEN D. SORENSEN, President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 6 day of Feb, 1998, by STEPHEN D. SORENSEN, President of AUTO OUTFITTERS, INC., ☒ who is personally known to me or ☐ who has produced _____ as identification.


Notary Public



My Commission Expires:

(SEAL)

**WRITTEN ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS OF
AUTO OUTFITTERS, INC.
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the members of the Board of Directors and Shareholders of AUTO OUTFITTERS, INC., a Florida corporation, hereby take the following written actions in lieu of holding a special meeting regarding same, all pursuant to the terms of Sections 607.0704 and 607.0821, *Florida Statutes*.

Dissolution of the Corporation. RESOLVED, that it is deemed advisable in the judgment of the board of directors that this corporation be dissolved and it is their recommendation to the Shareholders that such dissolution of the Corporation be approved.

RESOLVED, that the Shareholders hereby adopt the Directors' recommendation and approve the dissolution of the Corporation.

RESOLVED, that a plan of liquidation be, and hereby is, formulated to effect a liquidation and dissolution of the corporation in accordance with the following resolutions;

RESOLVED that STEPHEN D. SORENSEN, as President of the corporation, be, and he is hereby authorized and directed to do or cause to be done all such acts and things as he may deem necessary and proper in order to effect the liquidation and dissolution of the corporation including, but not limited to:

1. File any required forms with the District Director of Internal Revenue Service.
2. Transfer all of the assets of the Corporation to the Stockholders of the Corporation.
3. Distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the corporation,
4. File a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida.
5. File all other forms and documents required by the State of Florida and the Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
6. Provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors, and

FURTHER RESOLVED, that all actions taken on behalf of this Corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the

Corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned has executed this Written Action the 31st day of December, 1997.


STEPHEN D. SORENSEN, Director and Shareholder

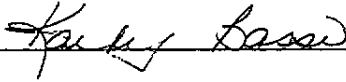
C:\BJK\CLIENTS\A-BAUTOOUTFITTERS\MINUTES.DIS.wpd ♦ January 30, 1998

**PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION
OF
AUTO OUTFITTERS, INC.**

This is a plan for the complete liquidation and dissolution of AUTO OUTFITTERS, INC, a corporation organized under the laws of the State of Florida.

1. The laws of the state of Florida, Chapter 607.1403 of the Florida Statutes, require that the liquidation of the corporation be approved by a majority vote of the Board of Directors and by the majority vote of the outstanding shares of each class of stock of the corporation.
2. After approval and adoption of this plan by the shareholders, the corporation will cease all forms of doing business except those necessary to wind up its business affairs.
3. The corporation's directors and officers are authorized to carry out this plan, following its approval and adoption by the shareholders, by executing acknowledging, and delivering all documents necessary to transfer the corporation's assets, and by taking any other action that is necessary and authorized by law.
4. After approval and adoption of this plan by the shareholders:
 - (a) The officers and directors will notify all the creditors and claimants against the corporation whose identity is known, by mail.
 - (b) The District Office of the IRS will be notified on Form 966 within 30 days of the adoption of the plan as required by Internal Revenue Code Section 6043.
5. After approval and adoption of this plan by the shareholders, the corporation will sell all its assets at public or private sale and will pay all its debts and liabilities out of the proceeds. Any sales of existing inventory shall be in bulk to a single buyer and shall be in compliance with the Bulk Sales Act of Florida.
6. After approval and adoption of this plan by the shareholders and the aforesaid sales of assets, the shareholders will surrender their share certificates, which will be canceled, and will receive any surplus of the amount received from the sale of the corporation's assets over the corporation's liabilities and any unsold assets of the corporation.
7. It is the intention of the corporation and its shareholders to carry out the liquidation in conformity with the requirements of Section 336 of the Internal Revenue Code of 1986.

8. Following approval and adoption of the plan by the shareholders, the sale of assets by the corporation and the surrender of stock by the shareholders shall be carried out as expeditiously as practicable, beginning on the date this plan is adopted by the shareholders. However, the corporation is entitled to retain enough cash and/or property to satisfy claims.
9. After the corporate assets have been sold and any surplus distributed, the corporation will be dissolved and terminated pursuant to Section 607.1403 of the Statutes of Florida. The officers and directors will file any necessary certificate.
10. The Board of Directors may modify or amend this plan if it determines that such action would be in the best interest of the Corporation and its shareholders. In the event a modification or amendment appears necessary and will in the judgment of the Board of Directors, materially and adversely affect the interests of the shareholders, such amendment or modification will be submitted to the shareholders for approval. If the Board of Directors determines, in its judgment, that abandonment of the Plan would be in the best interests of the shareholders, such action will be submitted to the shareholders for approval.


_____, Secretary

Date: December 31, 1997