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DISSOLUTION

SUNCOAST MERCEDES-BENZ DEALERS, INC.

Certificate of Status	1
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ARTICLES OF DISSOLUTION
OF
SUNCOAST MERCEDES-BENZ DEALERS, INC.

The undersigned, as President of SUNCOAST MERCEDES-BENZ DEALERS, INC., does hereby certify and affirm that the following are true and correct:

1. The name of Corporation: SUNCOAST MERCEDES-BENZ DEALERS, INC.

2. Debts, Obligations and Liabilities: All debts, obligations and liabilities of SUNCOAST MERCEDES-BENZ DEALERS, INC., have been paid or discharged, or, adequate provision for same has been satisfactorily made.

3. Property and Assets: All property and assets of SUNCOAST MERCEDES-BENZ DEALERS, INC., will be distributed to its stockholders in accordance with their rights and interests after such assets were used to satisfy the liabilities and obligations of SUNCOAST MERCEDES-BENZ DEALERS, INC..

4. Pending Action: There are no actions pending against SUNCOAST MERCEDES-BENZ DEALERS, INC., in any court.

5. Stockholder Action: Attached hereto is an executed Special Corporate Action by Written Consent of Voting Stockholders and Directors of SUNCOAST MERCEDES-BENZ DEALERS, INC., to dissolve the Corporation. A total of 3 shares out of 3 shares voted for the dissolution, and the number cast for dissolution was sufficient for approval.

6. Effective Date: Theses Articles of Dissolution were approved on the 29th day of November, 1999, and shall be effective as of the date filed with the Florida Department of State.

The undersigned has executed these Articles of Dissolution on the 29 day of November, 1999.

Prepared by:
Bruce H. Bokor, Esquire
911 Chestnut Street
Clearwater, FL 33756
727-461-1818
FL Bar No. 0150340

SUNCOAST MERCEDES-BENZ
DEALERS, INC., a Florida corporation

By: 

Marc Wigler, President

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**WRITTEN CONSENT BY
VOTING SHAREHOLDERS AND DIRECTORS
OF
SUNCOAST MERCEDES-BENZ DEALERS, INC.**

The voting shareholders and directors of SUNCOAST MERCEDES-BENZ DEALERS, INC., a corporation organized and existing under the laws of the State of Florida, do hereby agree, consent to, adopt and order the following corporate action:

1. The undersigned do 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 voting shareholders and directors of the corporation have approved a proposal to liquidate and dissolve the Corporation. After careful consideration, the following resolution was unanimously adopted by the voting stockholders and directors:

RESOLVED, that the following plan of complete liquidation of SUNCOAST MERCEDES-BENZ DEALERS, INC., in accordance with the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, be and is hereby adopted:

The officers and directors are 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 officers of the Corporation are authorized to execute all documents necessary in connection with the dissolution.

The Corporation's assets shall be distributed to the stockholders of the Corporation upon cancellation of the shares owned by each stockholder.

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The officers 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 they deem such reserve desirable; distribute the sales proceeds and any other assets, subject to any remaining liabilities, to the stockholders, and cancel their 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 officers shall arrange for the distribution of any unused balance of the reserve to the stockholders as soon as practicable.

The actions of the directors and officers of the corporation from the last meeting until the date of this meeting are hereby ratified and confirmed as acts of the corporation.

The undersigned do hereby give their written consent to the foregoing actions.

DIRECTORS:


MARK WIGLER


JOSEPH K. LAMPHIER



AL MCCORMICK

VOTING SHAREHOLDERS:

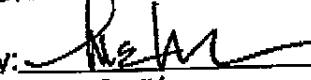
PRECISION MOTORCARS, INC.

By: 
Its: GM

CROWN EURO CARS, INC.

By: 
Its: GM

LOKEY MOTOR COMPANY:

By: 
Its: GM