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P 96000013505

15-98 110:37 AM SIEGFRIED, RIVERA, DE LA TOR of State;# 8/ 7
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H97000021155 1)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: SIEGFRIED, KIPNIS, RIVERA, LERNER, DE LA TOR
CONTACT: LISA CARMAN
PHONE: (305)442-3334

ACCT#: 076424000767

FAX #: (305)443-3292

NAME: DORAL TRUCK PARTS INC.

AUDIT NUMBER.....H97000021155

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 4

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

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** ENTER 'M' FOR MENU. **

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SIEGFRIED, RIVERA → Department of State: # 2/ 6
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: SIEGFRIED, KIPNIS, RIVERA, LERNER, DE LA TOR ACCT#: 076424000767
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01/15/98 10:02 Florida Department of State p1/1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 14, 1998

DORAL TRUCK PARTS INC.
5580 NW 8 AVE
MIAMI, FL 33166US

SUBJECT: DORAL TRUCK PARTS INC.
REF: P96000013505

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

EXHIBIT "A" MUST BE TYPED ON THE TOP OF THE PAGE ENTITLED WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS, AS MENTIONED IN YOUR 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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000021155
Letter Number: 898A00002243

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SIEGFRIED, RIVERA → Department of State;# 4/ 7

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION OF
DORAL TRUCK PARTS INC.

I. The name of this corporation is DORAL TRUCK PARTS INC. which was duly incorporated on February 13, 1996, by the State of Florida.

II. The name, title and post office address of each of the Officers of the corporation are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	GIORGIO ANTONIAZZI	5580 N.W. 84th Avenue Miami, Florida 33166
Secretary	NEYBIS ANTONIAZZI	5580 N.W. 84th Avenue Miami, Florida 33166

III. The name and post office address of each of the Directors of the corporation are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Directors	GIORGIO ANTONIAZZI	5580 N.W. 84th Avenue Miami, Florida 33166
	NEYBIS ANTONIAZZI	5580 N.W. 84th Avenue Miami, Florida 33166

IV. All debts, obligations and liabilities of this corporation have been paid or discharged, except for those to wind up the business of the corporation.

V. The corporation has elected to dissolve the corporation pursuant to a unanimous written consent of its Directors and Shareholders executed on December 23, 1997. A true copy of the unanimous written consent of the Directors and Shareholders, and the Resolution to adopt a plan of corporate liquidation, are attached hereto and incorporated by reference as Composite Exhibit "A".

This instrument was prepared by:
Oscar R. Rivera, Esq.
Fla. Bar No. 329193
201 Alhambra Circle, Suite 1102
Coral Gables, FL 33134
(305) 442-3334

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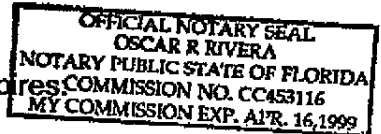
IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on December 23, 1997, in Dade County, Florida.

By: Giorgio Antoniazzi
Giorgio Antoniazzi, President
Attest: Neybis Antoniazzi
Neybis Antoniazzi, Secretary

STATE OF FLORIDA)

COUNTY OF DADE)

Before me personally appeared GIORGIO ANTONIAZZI and NEYBIS ANTONIAZZI, known to me and known by me to be the persons who executed the foregoing Articles of Dissolution. They acknowledged before me that they executed these Articles of Dissolution of DORAL TRUCK PARTS INC. on behalf of the corporation.

Signature: Oscar Rivera
Name:
Title:
Serial No.:
My Commission Expires: 

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EXHIBIT "A"

**WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS
OF DORAL TRUCK PARTS INC. IN LIEU OF
SPECIAL MEETING OF THE STOCKHOLDERS AND
BOARD OF DIRECTORS PURSUANT TO
THE FLORIDA GENERAL CORPORATION ACT**

The undersigned, being all the sole Stockholders and Directors of the above named corporation, hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders.

RESOLVED, that the corporation be liquidated in accordance with the appropriate provisions of the Internal Revenue Code of 1954, as amended; and

FURTHER RESOLVED, that in accordance with such plan of liquidation, the officers, directors and the accountant for the corporation be and they hereby are authorized and directed to:

1. File whatever forms are required within thirty days after the date hereof with the District Director of Internal Revenue Service at Atlanta, Georgia, together with a copy of this consent.
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

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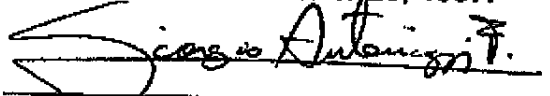
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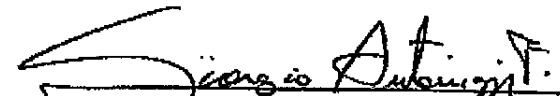
EXHIBIT "A" (Cont.)

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.

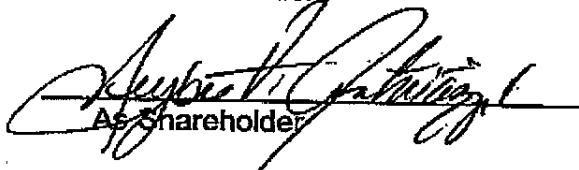
DATED: December 23, 1997.



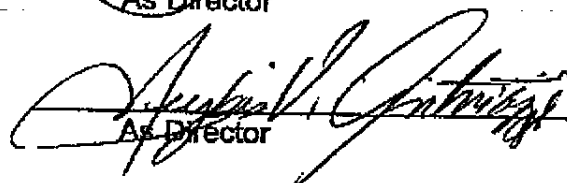
As Shareholder



As Director



As Shareholder



As Director

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