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OF
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P96000064919

January 7, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/11/99--01062--005
*****35.00 *****35.00

RE: My Client: PREFERRED RENT-A-CAR, INC.
Matter: Dissolution of Corporation
Document No.: P96000064919

Dear Sir or Madam:

Enclosed please find the Articles of Dissolution of PREFERRED RENT-A-CAR, Inc. for your review. Please be advised that the above corporation filed for it's Articles of Incorporation in August, 1996.

Also enclosed for your records is a Written Consent to Liquidate and Dissolve PREFERRED RENT-A-CAR, INC.

For your convenience in filing is a check in the amount of \$35.00.

Should these forms not meet your requirements, please advise.

Should you have any questions or problems, please feel free to contact my office.

Sincerely,
LOUIS BAKKALAPULO, P.A.

Louis Bakkalapulo
Louis Bakkalapulo, Esquire

LB/kaf
Enclosures

FILED
99 MAY -3 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Valid

MAY 6 1999

AFFIDAVIT OF
MICHAEL KASTRENAKES FOR
PREFERRED RENT-A-CAR, INC.
(Document No. P96000064919)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared MICHAEL KASTRENAKES, who upon being duly sworn, does state:

1. That I am the President, Treasurer, and Secretary for PREFERRED RENT-A-CAR, INC. and I have personal knowledge of the facts contained in this Affidavit.
2. That PREFERRED RENT-A-CAR, INC. has no intent to revoke the Articles of Dissolution nor the Dissolution of this Corporation.

FURTHER AFFIANT SAYETH NOT.

PREFERRED RENT-A-CAR, INC.

By: *Michael Kastrenakes*

MICHAEL KASTRENAKES
President/Treasurer/Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was sworn before me this 29 day of April, 1999, by Michael Kastrenakes who is personally known to me/~~who~~ produced as identification and who did/~~did not~~ take an oath.



Georgia M. Czepiel
MY COMMISSION # CC571609 EXPIRES
October 5, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Georgia M. Czepiel
NOTARY PUBLIC

Name: *Georgia M. Czepiel*
My Commission Expires:

ARTICLES OF DISSOLUTION OF
PREFERRED RENT-A-CAR, INC.

FILED
99 MAY -3 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as the only officers, directors, and shareholders of PREFERRED RENT-A-CAR, INC., a Florida corporation, hereby state as follows:

1. The name of the corporation is PREFERRED RENT-A-CAR, INC.

2. The names its officers and directors are:

MICHAEL KASTRENAKES

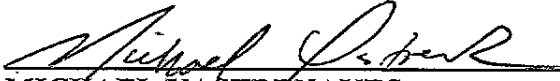
3. All debts, obligations and liabilities of this corporation have been paid or discharged or adequate provision has been made therefor.

4. All remaining property or assets of the corporation has been distributed among its shareholders in accordance with their respective rights and interests.

5. There are no actions pending against the corporation.

6. An executed copy of the written consent to dissolve signed by all shareholders is attached.

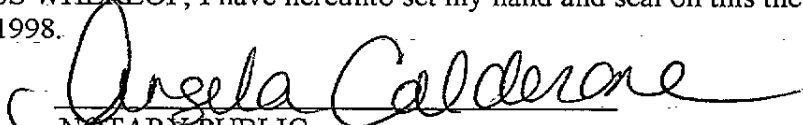
Dated: Dec 31, 1998.


MICHAEL KASTRENAKES
President, Secretary, and Treasurer

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared MICHAEL KASTRENAKES as officer, director and shareholder, of PREFERRED RENT-A-CAR, INC., known to me to be the individual who executed the foregoing Articles of Dissolution as the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this the 31st day of December, 1998.


NOTARY PUBLIC
My Commission Expires: _____



WRITTEN CONSENT TO LIQUIDATE AND DISSOLVE

PREFERRED RENT-A-CAR, INC.

The undersigned, being all of the stockholders and directors of PREFERRED RENT-A-CAR, INC., a Florida corporation, hereby take the following actions by written consent in lieu of a special meeting of the Board of Directors and shareholders:

RESOLVED that the Corporation be liquidated in accordance with the provisions of the Internal Revenue Code, and further

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

1. File the necessary forms with the District Director of the Internal Revenue Service, together with a copy of this consent.
2. Transfer all of the assets including any choices in action of the corporation to the stockholders of the corporation.
3. Distribute all of the assets of the corporation, subject to any unpaid liabilities, in reduction and cancellation of all the outstanding stock of the corporation.
4. File Articles 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 United States Federal Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, if any.
6. Provide for the payment of any indebtedness owed by the corporation to any creditors or lien holders.

IT IS 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, if any, be, and the same are hereby ratified and confirmed in all respects.

Dated: December 31st, 1998.


MICHAEL KASTRENAKES, Shareholder
President/Secretary/Treasurer

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