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GONANO, HARRELL & FERGUSON

ATTORNEYS AND COUNSELORS AT LAW

RIVERSIDE NATIONAL BANK BUILDING
1600 SOUTH FEDERAL HIGHWAY, SUITE 200
FORT PIERCE, FLORIDA 34950-5194

TELEPHONE (561) 464 - 1032
FACSIMILE (561) 464 - 0282

DOUGLAS E. GONANO*
DANIEL B. HARRELL
JOHNATHAN A. FERGUSON ‡

*Board Certified Real Estate Lawyer
†Supreme Court Certified Mediator
‡Board Certified City, County and
Local Government Lawyer

BAILEY BUILDING
3339 CARDINAL DRIVE, SUITE 200
VERO BEACH, FLORIDA 32963

TELEPHONE (561) 231 - 1778

PLEASE REPLY TO FORT PIERCE

December 13, 1999

FILED
99 DEC 15 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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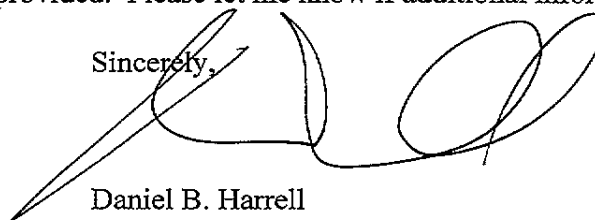
Re: Florida Tire & Brake, Inc.

Our File No. 519-033

Dear Sir or Madam:

Enclosed for filing are the original and copy of the Articles of Dissolution of Florida Tire & Brake, Inc., which articles incorporate by reference a Consent of Director to Voluntary Corporate Dissolution and a Shareholders' Consent to Voluntary Dissolution. Also enclosed is \$35 check for the filing fee. Please date stamp the return copy of the Articles of Dissolution and return in the self-addressed, stamped envelope provided. Please let me know if additional information is required.

Sincerely,



Daniel B. Harrell

DBH/v

Enclosures

Uoldis.

V. SHEPARD JAN 4 2000

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TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION OF FLORIDA TIRE & BRAKE, INC.

ARTICLE I - NAME

The name of the corporation is FLORIDA TIRE & BRAKE, INC.

ARTICLE II - DATE

Dissolution of the corporation was authorized on December 10, 1999.

ARTICLE III - OFFICERS

The name and address of the sole Officer are:

John J. Wilson
19050 Glades Road
Port St. Lucie, FL 34987

ARTICLE IV - BOARD OF DIRECTORS

The name and address of the sole Director of this corporation are:

John J. Wilson
19050 Glades Road
Port St. Lucie, FL 34987

ARTICLE V - DEBTS, OBLIGATIONS AND LIABILITIES

There are insufficient funds to pay all claims, debts, obligations, and liabilities of the corporation. Such claims, debts, obligations, and liabilities shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of funds legally available for such payments, as provided in Section 607.1406(10), Florida Statutes.

ARTICLE VI - PROPERTY

No property remains for distribution to the Shareholders after applying it to the payment of the claims, debts, obligations, and liabilities of the corporation.

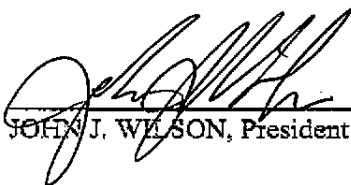
ARTICLE VII - PENDING ACTIONS

The only action pending against the corporation in any court is that certain proceeding in the Nineteenth Judicial Circuit in and for St. Lucie County, Florida, styled Dudlik v. Florida Tire & Brake, Inc., Case No. 98-1553-CA-03/Kenney.

ARTICLE VIII - CONSENT OF SHAREHOLDERS

A written Consent of the Shareholders to dissolve is attached to these Articles of Dissolution. This written consent has been signed by all the Shareholders of the corporation on the date set forth therein. Additionally, the Director has executed a written consent to dissolve, an original of which written Consent of Director is also attached to these Articles of Dissolution.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Dissolution this 10th day of December, 1999.



JOHN J. WILSON, President and Secretary

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME the undersigned authority, this day personally appeared JOHN J. WILSON as President and Secretary of Florida Tire & Brake, Inc., known to me and known by me to be the person described in and who executed the foregoing Articles of Dissolution and he acknowledged to and before me that he executed those Articles for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 10th day of December, 1999.




Print Name: Cindy RINE
Notary Public--State of Florida
My Commission Expires:

**CONSENT OF DIRECTOR TO VOLUNTARY CORPORATE
DISSOLUTION OF FLORIDA TIRE & BRAKE, INC.**

THE UNDERSIGNED, being the sole Director of FLORIDA TIRE & BRAKE, INC.,
consent to the voluntary dissolution of the corporation in accordance with the Florida Business
Corporation Act, Chapter 607, Florida Statutes.

Dated this 10th day of December, 1999.



JOHN J. WILSON


**SHAREHOLDERS' CONSENT TO VOLUNTARY CORPORATE
DISSOLUTION OF FLORIDA TIRE & BRAKE, INC.**

THE UNDERSIGNED, being all of the Shareholders of FLORIDA TIRE & BRAKE, INC.,
consent to the voluntary dissolution of the corporation in accordance with the Florida Business
Corporation Act, Chapter 607, Florida Statutes.

Dated this 10th day of December, 1999.



CHARLES A. ANDERSON



JOHN A. WILSON