



July 11 2000

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AM 9:38  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

**VIA FEDERAL EXPRESS**  
**4364 1346 5685**

Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

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Re: Filing of Articles of Dissolution for Subsidiaries of Smart Choice Automotive Group, Inc. ("SMCH")

Dear Sir/Madam:

Enclosed please find the original Articles of Dissolution for First Choice Stuart 1, Inc. and First Choice Stuart 2, Inc. together with additional copies for certification. Also, enclosed are two checks made payable to the Department of State in the amounts of \$35.00 each. These checks represent the \$35.00 individual filing fee for the dissolution of each of the companies.

Please process these documents accordingly.

Please do not hesitate to call should you have any questions concerning the foregoing.

Sincerely,

Lillian Clover  
Director of Legal Services  
and Corporate Paralegal

D.35  
7-21-00  
PWS

:lc  
Enclosures

**ARTICLES OF DISSOLUTION  
OF  
FIRST CHOICE STUART 2, INC.**

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**PURSUANT** to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, First Choice Stuart 2, Inc., a Florida Corporation (the "Corporation") hereby adopts the following Articles of Dissolution and certifies the following information for the purposes of dissolving the Corporation:

1. The name of the Corporation filing these Articles of Dissolution is First Choice Stuart 2, Inc.
2. The dissolution was authorized by an unanimous written consent of the Board of Directors and sole Shareholder of the Corporation as of July 6, 2000, such vote cast for dissolution being sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned being the President of First Choice Stuart 2, Inc., has executed these Articles of Dissolution on behalf of the Corporation as of the 6<sup>th</sup> day of July, 2000.

**FIRST CHOICE STUART 2, INC., a Florida  
corporation**

By: \_\_\_\_\_

Gary R. Smith, President