

P97000033077

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August 29, 1996

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Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

Re: SOUTHWEST CONSUMER CREDIT, INC., a Florida Corporation

Dear Sir:

Enclosed you will find an original and one (1) copy of Articles of Dissolution for Southwest Consumer Credit, Inc. together with our firm check in the sum of \$35.00 to cover your costs for filing. Please file the original, time-stamp the copy and return it to the undersigned in the preaddressed stamped envelope enclosed for this purpose.

If you have any questions, please do not hesitate to contact me. Otherwise, thank you in advance for your assistance and cooperation.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

Michael J. Volpe

Michael J. Volpe

VS APR 2 1998

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MJV:mjw
cc: M/M Harvey
enclosures

FILED
98 MAR 30 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
SOUTHWEST CONSUMER CREDIT, INC., a Florida Corporation**

FILED
98 MAR 30 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403, Florida Statutes, the undersigned Corporation submits these Articles of Dissolution:

FIRST:

The name of this Corporation is Southwest Consumer Credit, Inc. (the "Corporation") and its Charter Number is P997000033077(3). It was organized under the laws of the State of Florida on April 4, 1997.

SECOND:

Upon the recommendation of the Board of Directors, the Shareholders have, by unanimous written consent and in accordance with Section 607.1402, Florida Statutes, elected to dissolve the Corporation. A copy of the Action Taken by Written Consent of the Shareholders is incorporated and attached as Exhibit "A". The number of votes cast for dissolution, being unanimous, was sufficient for approval.

THIRD:

Voting by voting groups was not required.

FOURTH:

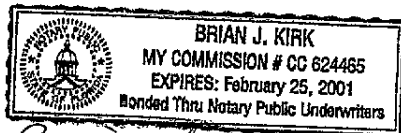
The date the dissolution was authorized is as shown on the attached Exhibit "A".

FIFTH:

The Corporation is dissolved upon the effective date of its Articles of Dissolution.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on the 16th day of March, 1998, in Naples, Florida.

**SOUTHWEST CONSUMER CREDIT, INC.,
a Florida Corporation,**



By: Lois R. Harvey
LOIS R. HARVEY, President

ATTEST:

LOIS R. HARVEY, Secretary

**WRITTEN CONSENT TO ACTION BY THE SHAREHOLDERS OF
SOUTHWEST CONSUMER CREDIT, INC.**

**AUTHORIZING DISSOLUTION OF THE CORPORATION
AND ADOPTING A PLAN OF LIQUIDATION & DISSOLUTION**

The undersigned being all of the Shareholders of SOUTHWEST CONSUMER CREDIT, INC., a Florida Corporation, acting in accordance with Section 607.0704 of the Florida Business Corporation Act, hereby waive all notice of time, place or purpose of meeting and approve, adopt, and take the following actions by means of this written consent:

WHEREAS, the Shareholder(s) has/have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the Shareholder does hereby adopt a Plan of Liquidation and Dissolution for the Corporation;

RESOLVED: That the following Plan of Liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provision for the debts of the Corporation, and to distribute any remaining assets of the corporation:

1. The Corporation shall be liquidated pursuant to Section 331 of the Internal Revenue Code and Section 607.1402(6) of the Florida Statutes.
2. All liabilities and obligations of the Corporation will be paid or discharged, or adequate provision will be made for them.
3. The sole Officer and Director of the Corporation is authorized to sell or otherwise liquidate all of the properties and assets of the Corporation that she deems necessary or advantageous to facilitate the liquidation of the Corporation.
4. The sole Officer of the Corporation is authorized to do any and all things necessary or convenient to carry these Resolutions into effect, including, but not limited to, the following:
 - (a) Executing any and all instruments of conveyance;
 - (b) Paying all taxes and fees;
 - (c) Executing all documents required by law to be filed;
 - (d) Retaining professional advisors; and

- (e) Doing all other things necessary or convenient to effect the dissolution of the Corporation.
5. After the provision for, or payment of, the known debts and liabilities of the Corporation, the sole Officer is authorized and directed to distribute the remaining cash or other assets of the Corporation to the sole Shareholder of record according to her respective rights and interests in exchange for her shares in the Corporation.

FURTHER RESOLVED:

The effective date of dissolution shall be _____.

DATED this 16TH day of March, 1998.



SOLE SHAREHOLDER:

Lois R. Harvey
LOIS R. HARVEY

SECRETARY'S CERTIFICATION

I ALSO HEREBY CERTIFY TO THE FOREGOING.

Lois R. Harvey
LOIS R. HARVEY, Secretary

STATE OF FLORIDA)
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 16 day of March, 1998 by **LOIS R. HARVEY**, who is personally known to me (or has produced FLDL as identification) and did/did not take an oath.



Brian J. Kirk
Notary Public

Typed, Printed or Stamped Name

My Commission Expires:

My Commission No: 2/25/01