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April 5, 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA REGULAR U.S. MAIL

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*****70.00 *****35.00

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

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

Dear Sir/Madam:

Enclosed please find the Articles of Dissolution for First Choice Melbourne, Inc. and First Choice Auto Services, Inc. which are wholly-owned subsidiaries of SMCH and are Florida corporations. Also, enclosed is a check made payable to the Department of State in the amount of \$70.00. This amount represents the \$35.00 filing fee for the dissolution of the two (2) subsidiaries.

Please process these documents accordingly.

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

Sincerely,

Dies
4-18-01
PKS

Lillian Clover
Director of Legal Services
and Corporate Paralegal

:lc
Enclosures

**ARTICLES OF DISSOLUTION
OF
FIRST CHOICE MELBOURNE 1, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, **FIRST CHOICE MELBOURNE 1, 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 MELBOURNE 1, INC.**

2. The dissolution was authorized by a unanimous written consent of the Board of Directors and sole Shareholder of the Corporation as of April 5, 2001, such vote cast for dissolution being sufficient for approval.

IN WITNESS WHEREOF, the undersigned being the President of **FIRST CHOICE AUTO SERVICES, INC.**, has executed these Articles of Dissolution on behalf of the Corporation as of the 5th day of April, 2001.

**FIRST CHOICE MELBOURNE 1, INC., a
Florida corporation**

By: _____

James E. Ernst, President