### LAW OFFICES IAMES A. BOND, P.A. ATTORNEY AT LAW

HARBOR FEDERAL SAVINGS BANK BUILDING SUITE FOUR 1251 S. W. 27TH STREET PALM CITY, FLORIDA 34990

0000859 FAX (561) 288-2135

September 3, 1999

Secretary of State Division of Corporations PO Box 6327 Tallahassee FL 32314

200002980262 -09/08/99--01012--010 \*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Monterey Transmissions, Inc Articles of Dissolution and Articles of Incorporation

Dear Sirs,

I enclose two packages for action. The first is the Articles of Dissolution of the Corporate entity, Monterey Transmissions, Inc. The second is the Articles of Incorporation of a new entity, with the same name as the dissolved corporation, Monterey Transmissions, Inc.

As to the Articles of Incorporation, the duties and responsibilities of the Registered Agent are shown at Article V.

I an enclosing two checks. The first for \$35.00 as costs of filing the Articles of Dissolution. The second for \$78.75 for the incorporation of the new corporation. I also enclose a self addressed and stamped envelope for you use should you desire to do so.

Lastly, if there is any question regarding these two actions, please call me at your convenience, rather than mail the materials back. I am operating on a short fuse time constraint in these actions, and a phone call would be much more time efficient if necessary.

Thank you for all your help in this matter.

Encl: as

AUTHORIZATION BY PHONE TO

SEP - 9 1999

FILED

99 SEP -8 AM 11:00

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

OF

# MONTEREY TRANSMISSIONS, INC.

#### ARTICLE I

The name of this Corporation is Monterey Transmissions, Inc.

#### ARTICLE II

Dissolution was approved on September 3, 1999.

## ARTICLE III

All registered shareholders approved of the dissolution, such being sufficient for approval.

### ARTICLE IV

The number of votes by shareholders for dissolution was sufficient for approval for all voting groups entitled to vote separately on the plan to dissolve.

> CHARLES C. McCOMAS, Registered Agent, Director and Incorporator

JUDY McCOMAS, Director and Incorporator

GERALD McCOMAS, Director and

Incorporator

STATE OF FLORIDA, COUNTY OF MARTIN.

BEFORE ME personally appeared CHARLES C. McCOMAS, to me well known, and known to me to be the individual described in and who executed the foregoing instrument as Registered Agent of the above named MONTEREY TRANSMISSIONS, INC., a corporation, and acknowledged to and before me that he executed such instrument as such Registered Agent of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal, this

.s \_\_\_\_ day o

September, 1999.

NOTARY PUBLIC,

JAMES A. BOND

BONDED THROUGH

State of Florida at Large

MY COMMISSION EXPIRES:

STATE OF FLORIDA,

COUNTY OF MARTIN.

BEFORE ME personally appeared JUDY McCOMAS, to me well known, and known to me to be the individual described in and who executed the foregoing instrument as Director and Incorporator of the above named MONTEREY TRANSMISSIONS, INC., a corporation and acknowledged to and before me that she executed such instrument as such Director and Incorporator of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation

and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal, this \_\_\_\_\_ day of \_\_\_\_\_\_\_, 1999.

NOTARY PUBLIC, State of Florida at Large

MY COMMISSION EXPIRES:

JAMES A. BOND
COMMISSION # CC737306
EXPIRES APR 30, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

STATE OF FLORIDA,
COUNTY OF MARTIN.

BEFORE ME personally appeared GERALD McCOMAS, to me well known, and known to me to be the individual described in and who executed the foregoing instrument as Director and Incorporator of the above named MONTEREY TRANSMISSIONS, INC., a corporation and acknowledged to and before me that she executed such instrument as such Director and Incorporator of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal, this \_\_\_\_\_ day of

NOTARY PUBLIC

State of Florida at Large

MY COMMISSION EXPIRES: