

Mark S. Matthews

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Of Counsel

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P98000094504

September 1, 1999

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Pioneer Car Care, Corp., a Florida corporation

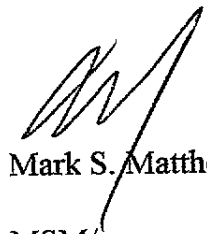
Dear Sir or Madam:

Enclosed are Articles of Dissolution for the corporation in the above captioned matter, along with Written Consent by 100% of the shareholders, and our check payable to you in the amount of \$35.00.

Please dissolve this corporation and send a written confirmation of this dissolution to me in the enclosed prepared stamped envelope.

Thank you for your attention to this matter.

Very truly yours,



Mark S. Matthews

MSM/vm

Enclosures (as stated)

cc: Mr. Joseph Valcone (w/encl.)

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*****35.00 *****35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**FLORIDA
ARTICLES OF DISSOLUTION
OF
PIONEER CAR CARE, CORP.**

Pursuant to Section 607.1403 of the Florida Business Corporation Act of Florida,
the undersigned Corporation adopts these Articles of Dissolution.

ARTICLE I

NAME

The name of the Corporation is *PIONEER CAR CARE, CORP.*

ARTICLE II

DISSOLUTION AUTHORIZED

Dissolution of the Corporation is authorized on the 31st day of August,
1999.

ARTICLE III

SHAREHOLDER APPROVAL

The number of votes cast by the shareholders for dissolution was sufficient for
approval.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATED this the 31st day of August, 1999.

PIONEER CAR CARE, INC.,
a Florida corporation

By: Joseph Valcone
JOSEPH VALCONE, President

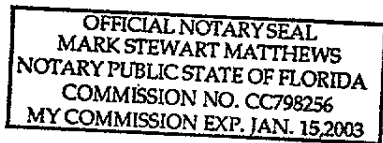
By: Richard K. Cleveland, Treasurer

[illegible]

The foregoing instrument was acknowledged before me by JOSEPH VALCONE, as President of *PIONEER CAR CARE, INC.*, and RICHARD CLEVELAND, as Treasurer of *PIONEER CAR CARE, INC.*, on behalf of the Corporation, whom are personally known to me or have produced _____ as identification, this the _____ day of _____, 1999.

Dated Aug 31st 1999

NOTARY PUBLIC
My Commission Expires:

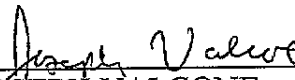


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

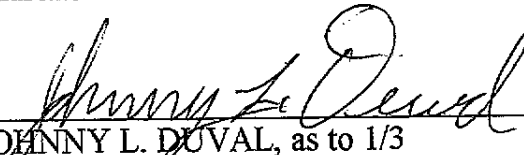
**WRITTEN CONSENT OF SHAREHOLDERS
TO WIND UP AND DISSOLVE
PIONEER CAR CARE, CORP.,
A FLORIDA CORPORATION**

JOSEPH VALCONE, JOHNNY L. DUVAL, SR., and RICHARD CLEVELAND,
as the sole shareholders of record of *PIONEER CAR CARE, CORP.*, a Florida
corporation, do hereby elect and consent to the dissolution of the corporation. The
undersigned authorize and direct the officers and directors to deliver Articles of
Dissolution to the Florida Department of State as provided in Section 607.1403, Florida
Statutes, and to take such further action as necessary to wind up and dissolve the
corporation.

DATED this the 31st day of August, 1999.


JOSEPH VALCONE, as to 1/3 Shareholder


RICHARD CLEVELAND, as to 1/3
Shareholder


JOHNNY L. DUVAL, as to 1/3
Shareholder

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA