

H010001242543

**ARTICLES OF DISSOLUTION
OF
WOODY'S MACHINE & PERFORMANCE, INC.**

WHEREAS, at a special joint meeting of the Shareholders and Board of Directors of
WOODY'S MACHINE & PERFORMANCE, INC., held on December 27th, 2001, the
Shareholders and Board of Directors recommended and adopted a Resolution to dissolve the
Corporation, said Resolution being set forth as follows:

BE IT RESOLVED that this Corporation be dissolved and it is directed that the
officers of the Corporation are authorized and directed to promptly proceed to
execute the requisite Articles of Dissolution in accordance with the laws of the State
of Florida.

WHEREAS, the Shareholder of the Corporation is: Calvin D. Baldwin; and

WHEREAS, the Directors desire to execute Articles of Dissolution dissolving WOODY'S
MACHINE & PERFORMANCE, INC. as a corporation organized under the laws of the State of
Florida and having the same cease to exist.

NOW, THEREFORE, in consideration of the premises and in consideration of the benefits
to be derived to the Shareholders and Corporation by dissolution of the same, said Corporation is
hereby dissolved.

ARTICLE I

The name of the Corporation is WOODY'S MACHINE & PERFORMANCE, INC.

ARTICLE II

The Charter for said Corporation was originally filed on November 17, 1999, in the office
of the Secretary of State, State of Florida under the name The Tire Store, Inc. Articles of
Amendment changing its name to Woody's Machine & Performance, Inc were executed on February
28, 2000.

H010001242543

H010001242543

ARTICLE III

The names and respective addresses of the officers of the Corporation are as follows:

President/Vice President/Secretary: Calvin D. Baldwin
370 Cocoa Beach Causeway
Cocoa Beach, Florida 32931

ARTICLE IV

The names and addresses of the Directors of the Corporation are as follows:

Calvin D. Baldwin
370 Cocoa Beach Causeway
Cocoa Beach, Florida 32931

ARTICLE V

All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made for satisfaction of the same.

ARTICLE VI

All of the remaining property and assets of the Corporation have been distributed among its Shareholders in accordance with their respective rights and interests.

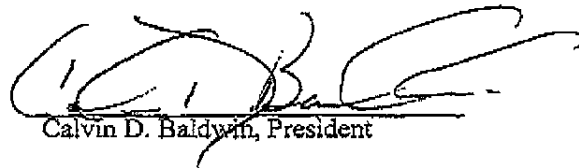
ARTICLE VII

There are no actions pending against the Corporation in any court at this time.

ARTICLE VIII

Written consent of the Shareholders to dissolve said Corporation is set forth below. This written consent has been signed by all of the owners of all of the issued and outstanding stock of the Corporation.

THE FOREGOING ARTICLES OF DISSOLUTION were executed at Cocoa, Florida, on this 27th day of December, 2001.


Calvin D. Baldwin, President

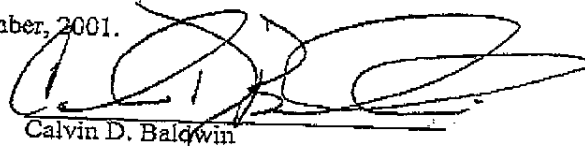
H010001242543

H010001242543

SHAREHOLDERS' CONSENT TO VOLUNTARY CORPORATE DISSOLUTION

The undersigned, being the Shareholders of the Corporation, hereby consent to the foregoing voluntary dissolution.

DONE on this 27th day of December, 2001.


Calvin D. Baldwin

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, duly authorized in the State and County named above to take acknowledgments, personally appeared Calvin D. Baldwin, to me known to be the person who executed the foregoing Articles of Dissolution and Shareholders' Consent and acknowledged before me that he, being fully informed of the contents thereof, for and as the act of said Corporation and with full authority to so act, on the day the same bears date.

WITNESS my hand and official seal in the County and State named above this 27th day of December, 2001.


NOTARY PUBLIC
My Commission Expires:

H010001242543