

Dec-06-2005 11:24am

From: BAKER & HOSTETLER

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Florida Department of State  
Division of Corporations  
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To:

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From:

Account Name : BAKER & HOSTETLER LLP  
Account Number : I19990000077  
Phone : (407) 649-4043  
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DISSOLUTION

BMW OF ORLANDO, INC.

Certificate of Status	0
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05 DEC -6 AM 8:00

DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS  
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12/6/2005

**ARTICLES OF DISSOLUTION  
OF  
BMW OF ORLANDO, INC.**

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DIVISION OF CORPORATIONS  
05 DEC -6 PM 3:14

These Articles of Dissolution are filed pursuant to Section 607.1403 of the Florida Business Corporation Act, and provide as follows:

1. The name of the corporation is BMW OF ORLANDO, INC. (the "Corporation").
2. The Corporation was formed in the State of Florida on November 6, 1990, under Charter No. S11076.
3. The sole shareholder approved the dissolution by written consent in accordance with Section 607.1402(6) of the Florida Business Corporation Act, this act by the sole shareholder was sufficient for approval of dissolution.
4. This action taken by written unanimous consent is entitled ACTION OF THE SOLE SHAREHOLDER BY WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING, and was taken on Nov. 7, 2005.
5. All liabilities and obligations of the Corporation have been paid or discharged, or adequate provision has been made therefor.
6. All remaining property and assets of the Corporation have been distributed to its sole Shareholder in accordance with its respective rights and interest.
7. There are no actions pending against the Corporation in any Court.
8. Dissolution of the Corporation shall be effective on the date these Articles are filed by the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution  
this 7<sup>th</sup> day of November, 2005.

BMW of Orlando, INC.

By: Anna M Cann

Name: Anna Cann  
As its: President

**NOTICE TO CREDITORS OF CORPORATE DISSOLUTION**

This notice is submitted by the dissolved corporation named below for resolution of payment of unknown claims against this corporation as provided in § 607.1407(1) of the Florida Business Corporation Act.

1. The filing of this Notice of Corporate Dissolution is optional and is not required when filing a voluntary dissolution.
2. The name of the corporation is BMW of Orlando, Inc. (hereinafter the "Corporation").
3. The date of dissolution is the date the dissolution is filed with the Department of State and as specified in the Articles of Dissolution.
4. Description of information that must be included in a claim:
  - Name of the creditor making the claim.
  - The amount of the claim.
  - Date on which the underlying obligation was entered into which gave rise to the claim.
  - A description of the key elements of the obligation underlying the claim.
  - All other information sufficient to bring a claim in this jurisdiction.
5. The mailing address where claims can be sent: (Claims cannot be sent to the Division of Corporations):

A.G.C. Co.  
SunTrust Center, Suite 2300  
200 S. Orange Ave.  
Orlando, FL 32801
6. A claim against the Corporation will be barred unless a proceeding to enforce the claim is commenced within four (4) years after the filing of this notice.

Anna Cann, President  
Printed Name of Person Filing

  
Signature of Person Filing