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TALLAHASSEE, FLORIDA

BK



Carlton Distribution LLC

To: Florida Department of State

Enclosed filings as follows:

- 1) Amendment of Articles of Incorporation
 - Resignation of members
 - Appointment of new members
 - Change of Address
 - Managing Members
 - Fictitious Name
- 2) Registration of Fictitious Name

Checks in amount of \$25 and \$50 respectively are enclosed.

Please do not hesitate to contact me with any inquiries.

Peter Weisberg
561-271-1063

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

CARLTON DISTRIBUTION . LLC

(Present Name)
(A Florida Limited Liability Company)

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FIRST: The date of filing of the articles of organization was X MARCH 5th 2002

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

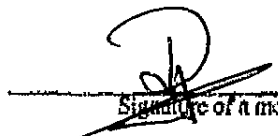
(i) RESIGNATION OF MEMBERS: CARLTON HULL LTD.
MORRIS LEWITTER
JEROME KLANTER,

(ii) APPOINTMENT OF MEMBERS:
DAVID FINESTEIN , 21311 HARROW COURT, BOCA RATON, FL 33433
PETER WEISBERG , 23189 VIA STEL, BOCA RATON, FL 33433

(iii) CHANGE OF ADDRESS:
THE PRINCIPAL OFFICE IS NOW : 7040 W. PALMETTO PARK RD, #26
BOCA RATON FL 33433

(iv) MANAGING MEMBERS ARE CHANGED TO:
DAVID FINESTEIN AND PETER WEISBERG (ADDRESS PER ABOVE)

Dated 10/30/02 (v) REGISTRATION OF FICTITIOUS NAME:
TOP TIER DISTRIBUTION LLC,


Signature of a member or authorized representative of a member

PETER WEISBERG
Typed or printed name of signer

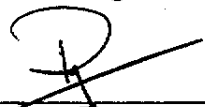
Filing Fee: \$25.00

Confirmation of Share Exchange for between Morris Lewitter (ML) and Peter Weisberg (PW) in respect of ML shareholding and interest in Carlton Distribution LLC (CD) of Boca Raton.

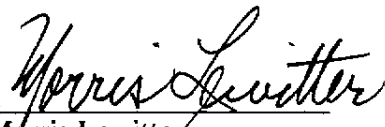
- 1- In conjunction with ML resignation from the company, PW has agreed to purchase ML's 45% interest in CD for the sum of \$2500.
- 2- PW confirms receipt of CD checkbooks and corporate documents in ML possession.
- 3- CD bank account at time of this exchange contain approximately \$1500
- 4- The shareholdings prior to this exchange were:
 - . ML 45%
 - . Carlton (Hull) 45%
 - . Julian Leinhardt 5%
- 5- ML confirms that Jerome Klanfer, one of the original members, has already resigned from the company and previously sold his shareholding, in equal part, to ML and Carlton (Hull) for the sum of \$1000 (this reallocation already reflected in 3.above)
- 6- The company will be changing its business address from 21258 Greenwood Court to 7040 West Palmetto Park Road

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Acknowledged

x 

Peter Weisberg
23189 Via Stel
Boca Raton
FL 33433

x 

Morris Lewitter
21258 Greenwood Court
Boca Raton
FL 33433

Dated: 10/12/02

Peter Weisberg

Subject: Carlton Distribution - summary of membership and name changes recorded 10/31/02

MEMBERS

Original Members:

- Morris Lewitter
- Carlton (Hull)
- Jerome Klanfer
- Julian Leinhardt

Jerome K shares purchased by company on 5/17/02 at which time he resigned membership

Members 5/17/02 to 10/12/02

- Morris Lewitter
- Carlton (Hull)
- Julian Leinhardt

Morris Lewitter shares purchaed by P Weisberg on 10/12/02 at which time he resigned membership

Members after 10/12/02

- David Finestein (Carlton (Hull) resigned membership and transferred to David Finestein personal name)
- Peter Weisberg
- Julian Leinhardt

MANAGING MEMBERS

Original Managing Members:

- Morris Lewitter
- Carlton (Hull)
- Jerome Klanfer

Managing Members after 10/12/02

- David Finestein
- Peter Weisberg

BUSINESS NAME

New business (fictitious name) registered as: Top Tier Distribution LLC.

BUSINESS ADDRESS

Company has changed its business address (from 21258 Greenwood Court) to

7040 West Palmetto Park Road, # 284, Boca Raton FL 33433.

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