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Attachment

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: RESTATED "ARTICLES OF INCORPORATION"

DOCUMENT NUMBER: PO3000140824

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DOLores LOPROTO
(Name of Person)

CART CLEAN SANITIZING SYSTEMS, INC.
(Name of Firm/ Company)

18851 NE 29TH AVE, SUITE 700
(Address)

AVENTURA, FL 33180
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

GLEN SMITH at (954) 274-3919
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

All bestment

April 15, 2004

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Amendment Section

Ladies and Gentlemen:

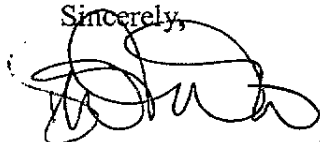
Enclosed is an Amendment to the Articles of Incorporation of Cart Clean Sanitizing Systems, Inc., Doc # P03000140824. The Amendment has been duly voted on and passed by a majority of shareholders and the board of directors.

Also please find enclosed a check in the amount of \$43.75 to cover the filing fee and a certified copy of the Amendment. Please return the certified copy to:

Cart Clean Sanitizing Systems, Inc.
18851 NE 29th Avenue, Suite 700
Aventura, FL 33180

Thank you for your assistance in this matter.

Sincerely,



Dolores Loproto
President

Articles of Incorporation

RESTATED

ARTICLES OF INCORPORATION

OF

CART CLEAN SANITIZING SYSTEMS, INC.

FILED
04 MAY -6 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cart Clean Sanitizing Systems, Inc. a corporation organized and existing under the laws of the State of Florida hereby certifies as follows: The name of the corporation is Cart Clean Sanitizing Systems, Inc. The date of filing of its original Articles of Incorporation with the Secretary of State was November 25, 2003.

FIRST: The name of the corporation is Cart Clean Sanitizing Systems, Inc.

SECOND: The registered office of the corporation is located at 18851 NE 29th Avenue, Suite 700, Aventura, Florida 33180, in the State of Florida. The name of its registered agent at that address is Delores LoProto.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Florida.

FOURTH: The corporation shall be authorized to issue Twenty-Two Million (22,000,000) shares, of which Twenty Million (20,000,000) shares shall be Common Stock, no par value per share, and Two Million (2,000,000) shares shall be Preferred Stock, par value \$.10 per share. The Optional or other special rights and the qualifications, limitations or restrictions thereof with respect to the Preferred Stock or any series thereof shall be fixed by resolution of the Board of Directors of the corporation.

NOTE: THIS FOURTH ARTICLE HAS BEEN CHANGED TO INCREASE THE AUTHORIZED COMMON STOCK OF THE CORPORATION FROM TEN THOUSAND (10,000) TO TWENTY MILLION (20,000,000) WITH NO CHANGE IN THE PAR VALUE; AND, TO ESTABLISH AUTHORIZED "BLANK CHECK" PREFERRED STOCK OF TWO MILLION SHARES, PAR VALUE \$.10 PER SHARE.

FIFTH: Elections of directors need not be by written ballot.

SIXTH: The Board of Directors shall have the power, in addition to the shareholders, to make, alter, or repeal the by-laws of the corporation.

SEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders are granted subject to this reservation.

These Restated Articles of Incorporation were duly adopted by vote of the shareholders in accordance with Title XXXVI, Chapter 607 of the Florida Statutes.

IN WITNESS WHEREOF, said Cart Clean Sanitizing Systems, Inc. has caused these Articles to be signed by Doloros LoProto, its President, and Asya Mazayer, its Secretary this 15th day of April, 2004.

CART CLEAN SANITIZING SYSTEMS, INC.



Doloros LoProto
President



Asya Mazayer
Secretary