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CORPDIRECT AGENTS, INC. (formerly CCRS) 103 N. MERIDIAN STREET, LOWER LEVEL TALLAHASSEE, FL 32301 222-1173

caminer's Initials

DATE: OTHER DITY ATUTO CORP. NAME: CORP.	FILING COVER ACCT. #FCA-14 CONTACT:	SHEET CINDY HICKS	 		2002 FEB -4 SECKETANY TALLAHASSE
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ARTICLES OF DISSOLUTION

OF

CARL CARLTON CORP.

2002 FEB - 4 AM II: 47
SECRETARY OF STATE
ASSEE, FLORIDA

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

ARTICLE I - NAME

The name of the Corporation is Carl Carlton Corp.

ARTICLE II - DATE OF DISSOLUTION

The dissolution was authorized on January 31, 2002.

ARTICLE II - ADOPTION OF DISSOLUTION

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

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Dissolution this <u>31stday</u> of <u>January</u>, 2002.

CARL CARLTON CORP., a Florida corporation

Jill Carlton, President