LITOW, CUTLER & ZABLUDOWSKI, LLC

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March 20, 2002

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Florida Department of State Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

Re:

Carlton Investments of Florida, Inc.

Dear Sir/Madam:

On behalf of the above referenced Florida corporation, I am enclosing with this letter for filing original Articles of Dissolution (to be effective upon filing) along with a check payable to the Florida Department of State in the amount of \$43.75 for the filing fee of \$35.00 and for one certified copy fee of \$8.75. Please return the certified copy of the Articles of Dissolution stamped as filed by your office as soon as possible in the enclosed self-addressed stamped envelope provided for your convenience.

Thank you for your cooperation and prompt attention. If you have any questions regarding the foregoing, please contact me upon receipt of this letter.

With kindest regards.

LITOW, CUTLER & ZABLUDOWSKI, LLC

Steven W. Cutler, P.A.

SWC/mI Enc.

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TALLARIASSE OF STATE

241 Sevilla Avenue • Penthouse 2 • Coral Gables, Florida 33134 • Telephone: 305.381.8400 • Facsimile: 305.381.7910

ARTICLES OF DISSOLUTION

Pursuant to Section 607.1403, Florida Statutes, this undersigned Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: CARLTON INVESTMENTS OF FLORIDA, INC.
SECOND:	Teb (uary 2002.
THIRD:	Adoption of Dissolution (CHECK ONE)
⊠	Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
	Dissolution was approved by vote of the shareholders through voting groups.
	The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:
	The number of votes cast for dissolution was sufficient for approval by
	(voting group)
Dated	the 22 day of January , 2002
Signature: _	(By the chairman or vice/chairman of the board, president, or other officer)
	Cathy H. Roberts (Typed or printed name)
	TALL 92
	President PR
	(Title)
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