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March 20, 2002

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

300005153833--5
-03/25/02--01062--007
*****43.75 *****43.75

Re: Carlton Investments of Florida, Inc.

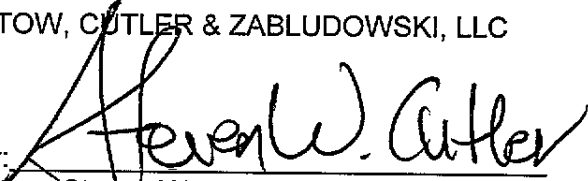
Dear Sir/Madam:

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

By: 
Steven W. Cutler, P.A.

SWC/ml
Enc.

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FILED
02 MAR 25 PM 12: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

all 4-1

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: The date dissolution was authorized: ^{February} ~~January~~ 22, 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 ^{February} ~~January~~, 2002

Signature: _____
(By the chairman or vice chairman of the board, president, or other officer)

Cathy H. Roberts
(Typed or printed name)

President
(Title)

FILED
02 MAR 25 PM 12: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA