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March 27, 2001

FILED
01 APR -3 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Carter Printing Company
Dissolution

900003953099--4
-04/03/01--01050--021
*****43.75 *****43.75

Dear Sir/Madam:

Enclosed please find the original of Articles of Dissolution of Carter Printing Company for filing with the Department together with our check in the amount of

$35.00 for the filing fee and
8.75 for the certified copies
$43.75

Please send us certified copies of the Dissolution in the enclosed return envelope.

Your prompt attention to this matter is greatly appreciated.

Diss
4-10-01

Very truly yours,

Michael D. LaBarbera

MLB/dsa

Enclosures

CARTER PRINTING COMPANY

ARTICLES OF DISSOLUTION

FILED
01 APR -3 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARTER PRINTING COMPANY, a Florida corporation, executes the following Articles of Dissolution pursuant to Section 607.1403 of the Florida Statutes:

ARTICLE I

The name of the corporation is CARTER PRINTING COMPANY.

ARTICLE II

In accordance with the provisions of Florida Statutes, Section 607.1402, the Shareholders of the corporation, by written consent, approved the dissolution of the corporation on March 7, 2001.

ARTICLE III

The number of votes cast by the Shareholders of the company for dissolution was sufficient for approval of that action in that the written consent was executed by all of the Shareholders and consent was unanimous.

EXECUTED this 7 day of MARCH, 2001.

CARTER PRINTING COMPANY

By: ____________________

Bruce Carter, President

CARTER PRINTING COMPANY

ASSIGNMENT AND TRANSFER OF ASSETS

CARTER PRINTING COMPANY, a Florida corporation, in accordance with unanimous consent of the Shareholders for dissolution and the Articles of Dissolution hereby transfers, conveys, and assigns all of its right, title and interest in any of the assets of the corporation, including accounts receivable, to the Shareholders in proportion to their stock, to wit:

Bruce H. Carter and Brent L. Carter, equally.

In accordance with the provisions of Florida Statutes, Section 607.1405, the corporation shall remain empowered to collect the assets and dispose of the properties, discharge any of the liabilities of the company and perform each and every act that may be required to complete the transfer of the stock to the satisfaction of the liabilities of the corporation.

EXECUTED this 7th day of March, 2001.

CARTER PRINTING COMPANY

By:____________________________

Bruce Carter, President

STATEMENT OF CONSENT TO ACTION BY SHAREHOLDERS OF CARTER PRINTING COMPANY

THE UNDERSIGNED, holding all of the shares of the capital stock of Carter Printing Company, a Florida corporation, pursuant to Section 607.0704, Florida Statutes, do consent to and take the following action in lieu of holding any meeting of the Shareholders of the corporation, to have the same effect as action taken at a duly called meeting of the Shareholders, at which all shares were voting and present, and

The undersigned, also agreeing and acknowledging, that to their knowledge, all debts of the corporation have been paid and that the corporation can be dissolved with the assets distributed to the Shareholders,

THE FOLLOWING ACTION WAS TAKEN:

1. All of the assets of the corporation are to be distributed to and any rights thereto assigned to the Shareholders, including accounts receivable, Bruce H. Carter and Brent L. Carter. In accordance with the provisions of Florida Statutes, Section 607.1402(2)(6).

2. The corporation shall be dissolved effective with the filing of the Articles of Dissolution with the Secretary of State pursuant to Section 607.1403 of the Florida Statutes.

DATED March 7, 2001.

Bruce H. Carter, Shareholder

Brent L. Carter, Shareholder