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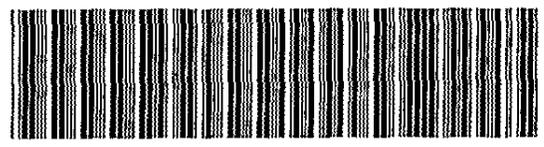
(Business Entity Name)

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V SHEPARD MAY 15 2003

5/1/03

Please Send Correspondence

TO 251 Kelsay Park DR.

Palm Beach Gardens Florida

33410

Phone 561 - 630-5172

or 691-0418

Thank you

Patrick Chan Hon

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ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Charlton Motors, Inc.
1501 Marine Isle Way # 501 Jupiter FL 33410

SECOND: The filing date of the articles of incorporation was: 5/13/02

THIRD: (CHECK ONE)

None of the corporation's shares have been issued.

The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

Signed this 28th day of March, 03.

Signature Patrick A. Charlton
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Patrick A. Charlton
(Typed or printed name)

President
(Title)

561-630-5172

Return address: 251 Kelsay Park DR. P.B.G. FL.