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UNIVERSAL FRANCHISE OPPORTUNITIES CORP.

705 Severn Road, Suite 1037 Wilmington, De 19803
Tel: 302-479-7733

September 17, 1997

Division of Corporations P.O. Box 6327 Tallahassee, FL. 32314

400002304864--4 -09/26/97--01076--007 *****35.00 *****35.00

To Whom It May Concern:

Enclosed please find Articles of Dissolution in duplicate for three Florida Corporations that are wholly owned subsidiaries of Universal Franchise Opportunities Corp. Attached thereto are three checks of \$35.00 each to cover the dissolution fee for each corporation as follows:

1. CPU of Florida, Inc. Ch. #2135 \$35.00 2. Universal Franchise Operations, Inc. Ch. #2136 \$35.00 3. Custom Carts & Trailers, Inc. Ch. #2137 \$35.00

Please return the duplicate copies of the Articles of Disseltion for the three corporations to:

Universal Franchise Opportunities Corp. c/o Walter Small 930 Fifth Avenue, Ste. #5E New York, N.Y. 10021 Tel.#(212) 439-6999

Thank you for your cooperation.

Respectfully,

Walter Small, Pres.

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ARTICLES OF DISSOLUTION

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TALLAHASSEE, FLORIDE

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

FIRST:	The name of the corporation is: Custom Carts & Trailers, Inc.
SECOND:	The date dissolution was authorized: August 29, 1997
THIRD:	Adoption of Dissolution (CHECK ONE)
	olution was approved by the shareholders. The number of votes cast for dissolution sufficient for approval.
Disse	olution was approved by vote of the shareholders through voting groups.
ei	the following statement must be separately provided for each voting group ntitled to vote separately on the plan to dissolve: number of votes cast for dissolution was sufficient for approval by
	(voting group)
Signe	ed this 16th day of September , 19 97
Signature _	
2iBustate -	(By the Chairman or Vice Chairman of the Board, President, or other officer)
	Walter Small
	(Typed or printed name)
,	Chief Executive Officer (CEO)
	(Title)