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FILED 96 MAR 15 PM 12: 32 SECRETARY DA STATE TALLAHASSEE, FLORIDA

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REFERENCE : 080758

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AUTHORIZATION :

Patricio. Proit

COST LIMIT : \$ 122.50

ORDER DATE : Planch 13, 1996

ORDER TIME # 2:54 PM

ORDER NO. : 880758

CUSTOMER NO: 6179A

800001746128

CUSTOMER: Shirley Stevens, Legal Asst

WEISS & HANDLER, P.A.

Suite 218 A

2255 Glades Road

Boca Raton, FL 33431-7383

#### DOMESTIC FILING

NAME:

CUSTOM CARTS & TRAILERS, INC.

EFFECTIVE DATE:

\_\_XX\_ ARTICLES OF INCORPORATION
\_\_\_\_CERTIFICATE OF LIMITED FARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX\_\_\_CERTIFIED COPY
\_\_\_\_\_PLAIN STAMPED COPY
\_\_\_\_\_CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

3-18-46

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SECRLYANGE LE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CUSTOM CARTS & TRAILERS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

#### ARTICLE I. NAME

The name of the corporation shall be:

CUSTOM CARTS & TRAILERS, INC.

The address of the principal office of this corporation shall be 1500 West Cypress Creek Road, Suite 512, Fort Lauderdale, Florida 33309, and the mailing address of the corporation shall be the same.

#### ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

#### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1500 West Cypress Creek Road, Suite 512, Florida 32301, and the name of the initial registered agent of the corporation at that address is Mohamad Al-Omari.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Walter Small Dir.

1500 West Cypress Creek Road, Suite 512 Fort Lauderdale, Florida 33309

Mohamad Al-Omari Dir.

1500 West Cypress Creek Road, Suite 512 Fort Lauderdale, Florida 33309

#### ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Walter Small COB

1500 West Cypress Creek Road,

Suite 512

Fort Lauderdale, Florida 33309

Mohamad Al-Omari Pres.

1500 West Cypress Creek Road

Suite 512

Fort Lauderdale, Florida 33309

#### ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 15, 1996

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Roza

MEB

Florida Statutes.

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SECRETARY AND TALLAHASSEE, FLORIDA

# ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Minued B. Al-Omri an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505,

Typed name:

# P960000 Z39K

## UNIVERSAL FRANCHISE OPPORTUNITIES CORP.

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

Soptember 17, 1997

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

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

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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 Disselution 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.

WA SEP 2 5 1997

## ARTICLES OF DISSOLUTION

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.				
<del></del>					
SECOND:	The date dissolution was authorized: August 29, 1997				
THIRD;	Adoption of Dissolution (CHECK ONE)				
Disse was	olution was approved by the shareholders. The number of votes cast for dissolution sufficient for approval.				
Disso	plution was approved by vote of the shareholders through voting groups.				
T7 en	ne following statement must be separately provided for each voting group titled to vote separately on the plan to dissolve:				
The r	number of votes cast for dissolution was sufficient for approval by				
	(voting group)				
Signed	this 16th day of September , 19 97				
ignature	Alta I Ca				
	(By the Chairman or Vice Chairman of the Board, President, or other officer)				
-	Walter Small				
	(Typed or printed name)				
••	Chief Executive Officer (CEO)				
	(Title)				