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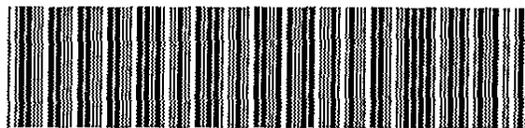
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V SHEPARD MAR 26 2003

THREE-STAR ENTERPRISES INC.
1115 White Point Road
Niceville, Florida

March 13, 2003

TO: Division of Corporations
P.O. Box 6327
Tallahassee FL. 32314

FROM: Three Star Enterprises Inc.
1115 White Point Road
Niceville, Fl. 32578-4238

SUBJECT: Dissolution

I am requesting that Three Star Enterprises be dissolved as of this date. If there are any questions or loose ends that I have not covered please feel free to contact me.


Warren B. Fleeman
President: Three Star Enterprises Inc.

ARTICLES OF DISSOLUTION

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

FIRST: The name of the corporation is: Three-Star Enterprises, Inc.

SECOND: The date dissolution was authorized: Feb 15, 2003

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

Share holder
(voting group)

Signed this 12th day of March, 2003

Signature Warren B Fleeman
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Warren B Fleeman
(Typed or printed name)

President
(Title)