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**LEVEL FIVE, INC.**

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

LEVEL FIVE, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article 1 - The name of the corporation is LEVEL FIVE, INC. The name of the corporation is hereby changed to THE SMOKE SHOP, INC.

SECOND: The date of each amendment's adoption: February 9, 2007.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

X The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 9 day of February, 2007.

Signature

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Victor Sabbatini

Typed or printed name

President / Director

Title