

G41024

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

RECEIVED
00 MAY 18 PM 12:56
DIVISION OF CORPORATIONS

FILED
00 MAY 18 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

ADS ADVERTISING CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

NR
DEC 5/18

5/18/00 12:21 PM

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STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

Before me, the undersigned authority, personally appeared JAMES LOBEL, who, being by me first duly sworn, deposes and says:

1. That I am the current President of SMITHAGENCY.COM, INC., a Florida Corporation filed under document number P98000058458.

2. That SMITHAGENCY.COM, INC. has filed this day, Articles of Dissolution with the Florida Department of State.

3. That SMITHAGENCY.COM, INC. does not desire to keep or maintain its name for the 90-day period as allowed by Florida Statute § 607.0123, and other applicable law.

4. That I am authorized to act on behalf of SMITHAGENCY.COM, INC. in all matters regarding dissolving said corporation.

5. That I understand the nature of an oath and the penalties for perjury in the State of Florida and I hereby swear and affirm to the truthfulness of the contents of this affidavit.

FURTHER AFFIANT SAYETH NAUGHT.


JAMES LOBEL, President

The foregoing instrument was acknowledged before me this 25 day of APRIL, 2000, by JAMES LOBEL, who, is personally known to me or who has produced _____ as identification.

OFFICIAL NOTARY SEAL
JOSEPH P KLAPHOLZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC659087
MY COMMISSION EXP. JUNE 26, 2001

NOTARY PUBLIC

Print Name: _____

Commission Number: _____

My Commission Expires: _____

[seal]

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CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
of
ADS ADVERTISING CORPORATION

FILED
00 MAY 18 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is ADS ADVERTISING CORPORATION.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article I the following new Article I:

ARTICLE I

NAME OF COMPANY

The name of this corporation shall be:

SMITHAGENCY.COM, INC.

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Chapter 607.1006 of The Florida Business Corporation Act and Florida State Law by unanimous consent of all directors and shareholders.

Signed and effective on this 2 day of FEBRUARY 2000.


JAMES LOBEL, President

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CERTIFICATE OF AMENDMENT OF CHARTER OF
ADS ADVERTISING CORPORATION

ADS ADVERTISING CORPORATION, a Florida Corporation, under its corporate seal and the hands of its President, Dave Bawarsky, hereby certifies that:

1. The Board of Directors of said Corporation, at a meeting called and held on February 2, 2000, adopted the following resolution:

RESOLVED that Article I of the Articles of Incorporation be amended to change the corporate name to SMITHAGENCY.COM, INC.

2. The meeting of the Stockholders of the Corporation called by the Board of Directors as aforesaid was held on February 3, 2000 and at said special meeting of the Stockholders said amendment of the Certificate of Incorporation was duly adopted by the unanimous vote of all the stockholders.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be hereunto affixed this 2 day of February, 2000.

ADS Advertising Corporation
a Florida Corporation

by: [Signature]
JAMES LOBEL, President

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

ON THIS DAY, personally appeared before me the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments of deeds, JAMES LOBEL, President of ADS ADVERTISING CORPORATION, a Florida Corporation, who, is personally known to me or who has produced _____ as identification and who did take an oath and acknowledged that he executed the above and foregoing Certificate of Amendment as such officer for and on behalf of said corporation after having been duly authorized so to do.

WITNESS my hand and official seal at Hollywood
Broward County, Florida, this 2 day of February, 2000.

OFFICIAL NOTARY SEAL
JOSEPH P. KLAPHOLZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC65937
MY COMMISSION EXP. JUNE 26, 2001

NOTARY PUBLIC

Printed Name: _____

My Commission Expires: _____

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CERTIFIED COPY OF CORPORATE RESOLUTION OF

ADS ADVERTISING CORPORATION

I, JAMES LOBEL, do hereby certify that I am the duly elected President of ADS Advertising Corporation, a Florida Corporation, and hereby certify unto whom it may concern and unto whom in particular, as follows:

1. That ADS Advertising Corporation, a Florida Corporation, hereinafter referred to as "Corporation" is an active corporation and I am its President.

2. That by Written Consent of Stockholders and Directors in Lieu of Special Meeting in accordance with the laws of the State of Florida, dated the 2 day of FEBRUARY, 2000, the following resolutions were unanimously adopted by the Board of Directors and Stockholders of the Corporation, to wit:

BE IT RESOLVED, by the Board of Directors and Stockholders of ADS Advertising Corporation, a Florida Corporation, as follows:

RESOLVED, that the Articles of Incorporation of this Corporation be and they are hereby amended to change Article I to read as follows:

ARTICLE

NAME OF COMPANY

The name of this corporation shall be SMITHAGENCY.COM, INC.

RESOLVED, that this Corporation hereby authorizes its President, James Lobel, to execute and file any and all necessary documentation as may be necessary or proper to carry the foregoing resolutions into effect.

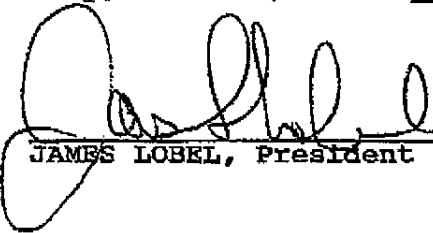
3. That the resolutions above quoted were duly and regularly adopted by a Written Consent of Shareholders and Directors in Lieu of special Meeting, in accordance with the By-Laws of the Corporation, Florida State Law and The Florida Business Corporation Act, and the Directors and Stockholders of the Corporation have the full power and authority to bind the Corporation pursuant thereto.

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4. That the said resolutions are outstanding and in full force and effect and have not been modified or amended in any particular.

I have hereunto set my hand and seal as President of ADS Advertising Corporation, a Florida Corporation, and affixed the corporate seal hereto, all of which has been duly done at HOLLYWOOD, BROWARD County, Florida, this 2 day of SEPTEMBER, 2000.


JAMES LOBEL, President

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WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS
IN LIEU OF SPECIAL MEETING PURSUANT TO
SECTIONS 607.0704, 607.0821 AND 607.1006
OF THE FLORIDA GENERAL CORPORATION ACT.

The undersigned, being the Shareholders and Directors of ADS ADVERTISING CORPORATION, a Florida Corporation (hereinafter referred to as "Corporation"), do hereby take and adopt action in writing without a meeting. The Chairman stated the purpose of the meeting was to discuss and approve the following items of business:

1. That the Articles of Incorporation of this Corporation be amended to change Article I changing the name of ADS ADVERTISING CORPORATION to SMITHAGENCY.COM, INC., with an effective date of May 1st, 2000 at 12:00 a.m.

2. That the President, JAMES LOBEL, be authorized to execute and file any and all necessary documentation as may be necessary or proper to carry the foregoing resolution into effect.

Dated this 2 day of FEBRUARY, 2000.


JAMES LOBEL, President

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