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(Requestor's Name)

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(City/State/Zip/Phone #)

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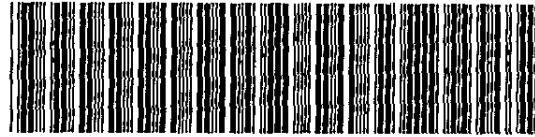
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

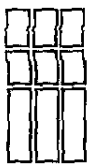
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**FRANKEL
ENTERPRISES INC.**

3801 PGA BOULEVARD, SUITE 107, PALM BEACH GARDENS, FL 33410 (561) 744-1033 • FAX (561) 744-8889

October 11, 2005

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

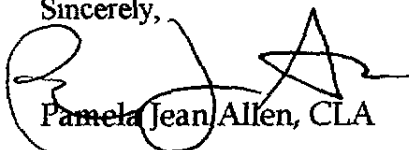
Re: Articles of Amendment of: VERO BEACH AUTO SPA, L.C.

Dear Ladies and Gentlemen:

Enclosed please find the original and one copy of the above referenced Articles of Amendment, together with a check in the amount of \$25.00 representing the filing fee. Please file these Articles of Amendment and then return a copy of same to me at the address listed above.

Thank you for your help and cooperation.

Sincerely,


Pamela Jean Allen, CLA

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OCT 11 2005

STATE
OF FLORIDA

ARTICLES OF AMENDMENT

OF

VERO BEACH AUTO SPA, L.C.

WHEREAS, The Articles of Organization (the "Articles") for VERO BEACH AUTO SPA, L.C. a Florida Limited Liability Company ("Company") were filed on August 31, 2004, in the Florida Department of State, Division of Corporations of the State of Florida:

WHEREAS, pursuant to Florida Statutes 608.411, the Members desire to amend the Articles set forth herein.

NOW, THEREFORE, this First Amendment to the Articles of the Company, is hereby made as follows:

1. Article One is hereby amended to read as follows:

SMILEY'S SANFORD, LLC

IN WITNESS WHEREOF, I, the undersigned have executed these Articles of Amendment this 11 day of October, 2005.

BY:

Thomas Frankel, Member

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11 day of October, 2005 by Thomas Frankel, who is personally known to me as Member of Vero Beach Auto Spa, L.C., a Florida limited liability company, now known as Smiley's Sanford, LLC, a Florida limited liability company, on behalf of the company.

Pamela Jean Allen
Notary Public

State of Florida at Large

My Commission Expires:

PAMELA JEAN ALLEN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00150111
EXPIRES 12/3/2008
BONDED THRU 1-888-NOTARY1

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FLORIDA

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