

P00000005393

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

SMITHSON FINANCIAL SERVICES, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 30, 2000

SMITHSON FINANCIAL SERVICES, INC.
C/O LISA L. SMITHSON
877 EXECUTIVE CENTER DR. W., STE. 303
ST. PETERSBURG, FL 33702

SUBJECT: SMITHSON FINANCIAL SERVICES, INC.
REF: P00000005393

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

done The word "initial" or "first" should be removed from the article regarding Directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000026028
Letter Number: 700A00030428

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SMITHSON FINANCIAL SERVICES, INC.**

(now to be known as **SMITHSON & DOYLE FINANCIAL SERVICES, INC.**)

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, SMITHSON FINANCIAL SERVICES, INC., a Florida profit corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation filed on January 18, 2000 and effective as of January 19, 2000, bearing document number P00000005393.

FIRST: Amendment(s) adopted:

A. Article I of the Corporation's Articles of Incorporation is hereby deleted in its entirety and the following is hereby substituted in lieu thereof:

" ARTICLE I

CORPORATE NAME

The name of this Corporation is SMITHSON & DOYLE
FINANCIAL SERVICES, INC. (hereinafter referred to as the
"Corporation"). "

B. Article VII of the Corporation's Articles of Incorporation is hereby deleted in its entirety and the following is hereby substituted in lieu thereof:

" ARTICLE VII

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed
by a Board of Directors, the members of which shall be hereinafter
referred to as Directors. Directors shall be elected and shall hold
office as provided in the Bylaws.

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Prepared by: Jo Claire Spear, Esq.
Florida Bar #0847781
100 Second Ave. So., Suite 200S
St. Petersburg, FL 33701

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The Corporation shall now have two Directors. The names and addresses of such Directors are as follows:

Lisa L. Smithson	877 Executive Center Drive West Suite #303 St. Petersburg, FL 33702
Daniel M. Doyle, Jr.	3 Stonegate Drive Belleair, FL 33756

The number of Directors shall be as provided in the Bylaws of the corporation, but shall never be less than one (1). "

C. Article VIII of the Corporation's Articles of Incorporation is hereby deleted in its entirety and the following is hereby substituted in lieu thereof:

ARTICLE VIII

OFFICERS

The officers of the Corporation shall be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers, assistant officers, and agents as the Directors deem necessary. The officers shall have such duties, responsibilities, and powers as provided by the Bylaws.

The names and addresses of the persons who are to serve as the present officers of the Corporation are:

Name & Address	Title:
Lisa L. Smithson 877 Executive Center Drive West Suite #303 St. Petersburg, FL 33702	President and Treasurer
Daniel M. Doyle, Jr. 3 Stonegate Drive Belleair, FL 33756	Vice President and Secretary

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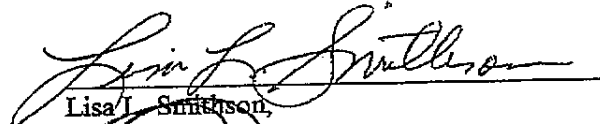
The foregoing officers shall serve until their respective successors are chosen and qualify. ”

SECOND: The Amendment is adopted as of the date set forth below.

THIRD: The Corporation has not yet issued shares. As such, this Amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

FOURTH: As authorized under Section 607.1005 of the Florida Statutes, this Amendment is adopted by the Directors of the Corporation, without shareholder action, and shareholder action is not required.

IN WITNESS WHEREOF, for purposes of amending the Corporation's Articles of Incorporation, the undersigned being the sole Directors of the Corporation, do hereby execute and adopt these Articles of Amendment on the 10 day of May, 2000.



Lisa L. Smithson,
As Director



Daniel M. Doyle, Jr.,
As Director