

Division of Corporations

P00000005393

Florida Department of State

Division of Corporations

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(((H00000041211 4)))

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BASIC AMENDMENT

SMITHSON & DOYLE FINANCIAL SERVICES, INC.

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|-----------------------|---------|
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*Name Change
& Amendment
8-9-00 Dr*

Audit # H000000412114

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SMITHSON & DOYLE 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 & DOYLE FINANCIAL SERVICES, INC., a Florida profit corporation (the "Corporation"), adopts the following Articles of Amendment to the Articles of Incorporation for Smithson Financial Services, Inc. filed on January 18, 2000 and effective as of January 19, 2000, bearing document number P00000005393, as amended by the Articles of Amendment to the Articles of Incorporation for Smithson Financial Services, Inc., filed on May 31, 2000, under Fax audit number H00000026028, which changed its name to Smithson & Doyle Financial Services, Inc.

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 II of the Corporation's Articles of Incorporation is hereby deleted in its entirety and the following is hereby substituted in lieu thereof:

" ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The present principal office and the mailing address of the Corporation is c/o Lisa L. Smithson, 1901 Ulmerton Road, Suite #750, Clearwater, FL 33762. "

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

" ARTICLE VI

REGISTERED AGENT AND OFFICE

The name of the present Registered Agent of this Corporation is Lisa L. Smithson, and the present street address of the registered office of the Corporation is 1901 Ulmerton Road, Suite #750, Clearwater, FL 33762. "

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D. 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.

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

Lisa L. Smithson 1901 Ulmerton Road
Suite #750
Clearwater, FL 33762

Daniel M. Doyle, Jr. 1901 Ulmerton Road
Suite #750
Clearwater, FL 33762

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

E. 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
1901 Ulmerton Road
Suite #750
Clearwater, FL 33762

President and
Treasurer

Daniel M. Doyle, Jr.
1901 Ulmerton Road
Suite #750
Clearwater, FL 33762


Vice President and
Secretary

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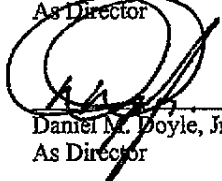
The foregoing officers shall serve until their respective successors are chosen and qualify.

- 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 7th day of August, 2000.



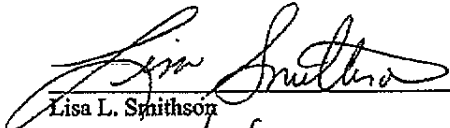
Lisa L. Smithson,
As Director



Daniel M. Doyle, Jr.,
As Director

CERTIFICATE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Amendment, I hereby reconfirm and accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Lisa L. Smithson

Date: 8/7/00