

P00000051180

DAVID S. PIERCEFIELD, P.A.  
COUNSELLOR AT LAW  
230 LOOKOUT PLACE, SUITE 200  
MAITLAND, FLORIDA 32751

TELEPHONE (407) 629-8118

FACSIMILE (407) 629-7274

June 13, 2000

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

FILED  
00 JUN 20 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Smart Desk International, Inc.

Dear Sir/Madam:

Enclosed for filing is the original Certificate of Amendment for the above-named corporation, along with our check in the amount of \$35.00 to cover the cost of filing. Please stamp the enclosed copy of this letter "received" and return same in the envelope provided. If you have any questions, please do not hesitate to contact the undersigned.

Yours very truly,



David S. Piercefield

DSP/ab  
Enclosures

400003296224--9  
-06/20/00--01012--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Amend NC

T. LEWIS JUN 23 2000

CERTIFICATE OF AMENDMENT

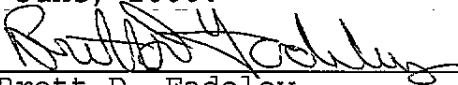
The undersigned, Brett D. Fadeley, the duly elected and qualified President and Secretary of SMART-DESK, INC., a Florida corporation, does hereby certify that the following is a true and correct copy of action taken by written consent without a meeting by the sole director of said corporation prior to the issuance of shares by said corporation as of the 12th day of June, 2000, pursuant to the provisions of Section 607.0821 and Section 607.1005, Florida Statutes:

RESOLVED, that the Articles of Incorporation of SMART-DESK, INC., be and the same are hereby amended to change the name of the corporation to SMART DESK INTERNATIONAL, INC.

FURTHER RESOLVED, that the name and street address of the initial director of this Corporation is:

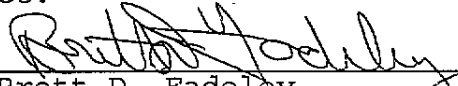
Brett D. Fadeley  
1378 South Ridge Lake Circle  
Longwood, FL 32750

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal this 12th day of June, 2000.

  
Brett D. Fadeley,  
President and Secretary

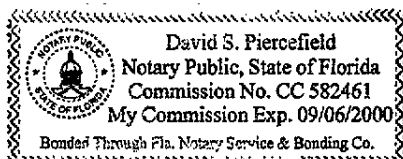
STATE OF FLORIDA  
COUNTY OF Orange

Before me, an officer duly authorized in the State and County aforesaid to administer oaths, personally appeared Brett D. Fadeley, who being duly sworn, deposes and says: That he is the President of SMART-DESK, INC. (n/k/a SMART DESK INTERNATIONAL, INC.), a corporation duly organized under the laws of the State of Florida, having its principal place of business in Longwood, Florida; that he has read the foregoing Certificate of Amendment and that the same is true and correct.

  
Brett D. Fadeley

Sworn to and subscribed before me this 12th day of June, 2000 by Brett D. Fadeley who is personally known to me or who produced as identification.

  
Notary Public  
My Commission Expires



SMART-DESK, INC.  
ACTION BY WRITTEN CONSENT OF  
DIRECTOR WITHOUT MEETING

The undersigned, being the sole director of SMART-DESK, INC., a Florida corporation (the "Company"), hereby approves and adopts the following resolution by written consent without a meeting pursuant to the provisions of Sections 607.0821 and Section 607.1005, Florida Statutes:

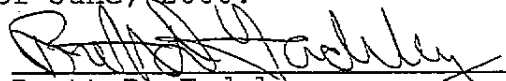
RESOLVED, that the Articles of Incorporation of SMART-DESK, INC., be, and the same hereby are, amended to change the name of the corporation to SMART DESK INTERNATIONAL, INC.

RESOLVED, that the name and street address of the initial director of this Corporation is:

Brett D. Fadeley  
1378 South Ridge Lake Circle  
Longwood, FL 32750

FURTHER RESOLVED, that the aforesaid amendment has been adopted prior to the issuance of shares by the Company.

EXECUTED as of the 12<sup>th</sup> day of June, 2000.

  
\_\_\_\_\_  
Brett D. Fadeley  
Sole Director