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CORPORATION NAME(S) & DOCUMENT	'NUMBER(s) (if known):
1 SMILE GARDEN	, INC.
(Corporation Name)	(Document #)
2. (Corporation Name)	(Document #)
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Prolit NonProfit Limited Liability Amenda Resigna Change	tion of R.A., Officer/Director of Registered Agent ion/Withdrawal C. Coullistic JUL 1 7 2002
Annual Report Foreign Flotitious Name Limited	Partnership tement
Other	Examiner's Initials

Articles of Amendment To SMILE GARDEN, INC.

Pursuant to Section 607.1106 (1), Florida Statute, the undersigned corporation adopts the following articles of amendment to its articles of incorporation. FIRST:

The name of the corporation is:

Smile Garden, Inc.

SECOND:

AMENDMENT ADOPTED

Change to Article VII:

Board of Directors

The following person was elected to hold the following position:

Fausto Nicieza Vice President 14601 SW 16th St. Davie, FL

THIRD:

DATE OF ADOPTION

The amendment was adopted July 15th, 2002.

FOURTH:

ADOPTION OF AMENDMENT

The amendment was approved by shareholders. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEROF, the undersigned has executed these Articles of Amendment this 15th day July, 2002.

Alyne-Tendero

President, Smile Garden, Inc.