

P02000027027

MEMO

Thomas Wanderon & Associates Tax Accounting, Inc.

Tel 239-591-4334 Fax 239-591-2359

Date: 09/04/2002

To: Department of State
Division of Corporations

000007592580--0
-09/09/02--01042--002
*****43.75 *****43.75

Re: SMS Consulting & Developing, Inc.
P02000027027

From: Thomas Wanderon, Registered Agent

Subject: Amendment to Articles

Please find enclosed copies of Amended Articles for the above noted for-profit corporation along with the required fee of \$43.75 (\$35 + \$8.75 for a certified copy).

The Articles for this corporation are being amended to reflect the election of officers for the corporation. Please adjust your records accordingly and send confirmation of same to the corporation and my office.

Expedited services would be appreciated. Contact me should you need additional information. Thank you.

Please also note that your records have an incorrect address for me listed under the Registered Agent section. The correct address (which is correctly reflected under the Officer/Director Detail section of the corporate record) is 868 106th Avenue North, Naples, FL 34108. Please correct your records.

P02000027027
4/8 Amended
Outflow
9-25-02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 19, 2002

THOMAS WANDERON & ASSOCIATES TAX ACCOUNTING
868 106TH AVENUE NORTH
NAPLES, FL 34108

SUBJECT: SMS CONSULTING & DEVELOPMENT, INC.
Ref. Number: P02000027027

We have received your document for SMS CONSULTING & DEVELOPMENT, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If you need to change the Registered Agents address, please do so with the amendment.

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) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 402A00053421

**Amendment of Articles of Incorporation
of SMS Consulting & Development, Inc.**

I, the undersigned, Director, of SMS Consulting & Development, Inc., a corporation recognized under the laws of the State of Florida, Naples, Florida, hereby certify:

1. The name of the corporation is: SMS Consulting & Development, Inc.
2. The Articles of Incorporation are amended by the following resolution adopted by the Board of Director on May 1, 2002.


RESOLVED that the Articles of Incorporation shall be amended so that Article XI is added to the original Articles of Incorporation as filed with the State of Florida on March 5, 2002:

ARTICLE XI - ELECTION OF OFFICERS

By a unanimous vote held at a meeting on May 1, 2002 by the Board of Directors, it has been resolved that Sheldon Stone had been elected to and has accepted the position of President of SMS Consulting & Development, Inc. and his appointment shall be effective as of May 1, 2002.


3. The above resolution was adopted by the Board of Directors and by the Shareholders unanimously.

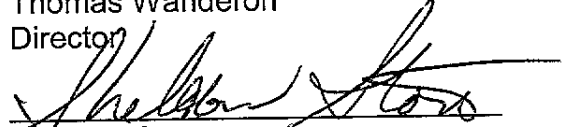
Signed and dated at Naples, Florida this 1st day of May, 2002.


Notary Public

Expiration Date:

 Lisa Marie Lamb de Pena
MY COMMISSION # DD140823 EXPIRES
August 11, 2006
BONDED THRU TROY FAIR INSURANCE, INC.


Thomas Wanderon
Director


Sheldon Stone
President

FILED
02 SEP 25 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Amendment of Articles of Incorporation
of SMS Consulting & Development, Inc.**

I, the undersigned, Director, of SMS Consulting & Development, Inc., a corporation recognized under the laws of the State of Florida, Naples, Florida, hereby certify:

1. The name of the corporation is: SMS Consulting & Development, Inc.
2. The Articles of Incorporation are amended by the following resolution adopted by the Board of Director on May 1, 2002.


RESOLVED that the Articles of Incorporation shall be amended so that Article X is amended as follows:

ARTICLE XI - AMENDMENT/ASSIGNMENT OF REGISTERED AGENT

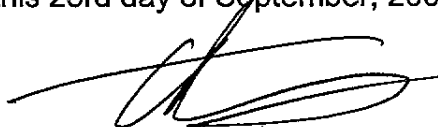
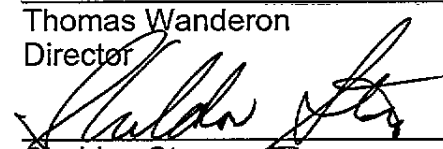
By a unanimous vote held at a meeting on May 1, 2002 by the Board of Directors, it has been requested that Thomas Wanderon remain as Registered Agent of SMS Consulting & Development, Inc. The correct address for the office of the Registered Agent is as follows:

Thomas Wanderon
868 106th Avenue North
Naples, FL 34108

Signed and dated at Naples, Florida this 23rd day of September, 2002.


Notary Public

Expiration Date:


Thomas Wanderon
Director

Sheldon Stone
President



Lisa Marie Lamb de Pena
MY COMMISSION # DD140823 EXPIRES
August 11, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA