

PD2000028942

(Requestor's Name)

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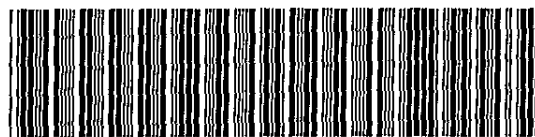
(Business Entity Name)

(Document Number)

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FILED
03 OCT 29 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
10/31

Law Office of
MICHELLE G. TRCA, P.A.
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ATTORNEY AT LAW
LICENSED MORTGAGE BROKER
CERTIFIED PUBLIC ACCOUNTANT (MARYLAND)

October 1, 2003

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: Smiley 451, Inc.

Ladies and Gentlemen:

Enclosed are two (2) executed originals of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, together with a check payable to the Florida Secretary of State in the amount of \$35.00 for the applicable filing fee. Please file the enclosed Articles of Amendment and return a certified copy to my attention in the enclosed prepaid envelope. If you have any questions or comments, please give me a call. Thank you.

Very truly yours,



Michelle G. Trca, Esquire

MGT/mc

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 13, 2003

MICHELLE G. TRCA, P.A.
THE INTERNATIONAL BUILDING
2455 E. SUNRISE BLVD., SUITE 905
FT. LAUDERDALE, FL 33304

SUBJECT: SMILEY 451, INC.
Ref. Number: P02000028942

We have received your document for SMILEY 451, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You have submitted an application which does not meet the current requirements of the Florida Statutes. You may complete our current form or amend your application to include the required information.

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) 245-6882.

Maryanne Dickey
Document Specialist

Letter Number: 703A00055838

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SMILEY 451, INC.**

Document Number of Corporation: P02000028942

FILED
03 OCT 29 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: Article VII - Directors. This paragraph is hereby deleted in its entirety, and the following language is hereby substituted therefor:

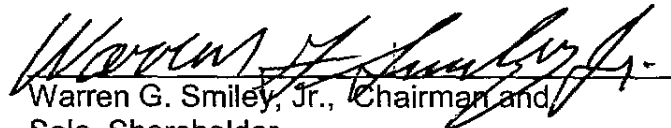
"The Corporation shall have four (4) Directors initially. The number of Directors of the Corporation may be either increased or decreased from time to time pursuant to the Bylaws, **but shall never be less than three (3).**"

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: NOT APPLICABLE.

THIRD: The date of each amendment's adoption: August 28, 2003.

FOURTH: Adoption of Amendments: The amendment(s) were approved by the shareholders. The number of votes cast for the amendment(s) was sufficient for approval.

IN WITNESS WHEREOF, the undersigned sole shareholder has executed these Articles of Amendment this 27 day of October, 2003.


Warren G. Smiley, Jr., Chairman and
Sole Shareholder

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Warren G. Smiley, Jr., who is personally known to me or who produced his Florida driver's license as identification, who acknowledged that he executed the foregoing instrument in the capacity stated and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21 day of October, 2003.



Notary Public

My Commission Expires:



Michelle G. Trca
Commission # CC 924836
Expires April 18, 2004
Bonded Thru
Atlantic Bonding Co., Inc.