Florida Department of State

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Division of Corporations

Fax Number : (850)205-0380

Account Name : WEB ACCESS TV COMMUNICATIONS INC.

Account Number: I2000000160

: (305)826-9005

Fax Number

: (305)826-9597

BASIC AMENDMENT

SMILEY BIKE INTERNATIONAL

Certificate of Status	0.
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ibuv 25, 2002

SMILEY BIKE INTERNATIONAL) INC. 934 W 69TH ST. HIALEAH, FL 33014

SUBJECT: SMILEY BIKE INTERNATIONAL, INC. REF: P02000057862

WE RECEIVED YOUR ELECTRONICALLY TRANSMITTED DOCUMENT. HOWEVER,
THE DOCUMENT HAS NOT BEEN FILED. PLEASE MAKE THE FOLLOWING. CORRECTIONS AND REFAX THE COMPLETE DOCUMENT, INCLUDING THE ELECTRONIC FILING COVER SHEET.

IN THE ARTICLES OF INCORPORATION ARTICLE V-IS REGISTERED AGENT.
ARTICLE VII LISTS "OFFICERS AND DIRECTORS". PLEASE CORRECT.

TO MATCH THE BOX CHECKED IN PART FOURTH, THE SIGNOR'S TITLE MUST INCLUDE "INCORPORATOR".

THE AMENDMENT MUST BE SIGNED BY AN INCORPORATOR IF ADOPTED BY THE INCORPORATORS OR BY A DIRECTOR IF ADOPTED BY THE DIRECTORS.

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) 245-6880.

KAREN GIBSON FAX AUD. #: H02000171676 CORPORATE SPECIALIST LETTER NUMBER: 302A00045347 FAX AUD. #: H02000171676

H020001716768

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Smiley Bike International, Inc.

(present name)

P02000057862

(Document Number of Corporation (If known)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

This is to amend Article VII Officers and Directors:

Remove Hendrik Otten President and change

Glenn Estroff to possition of President.

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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:

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THIRD:	The date of each amendment's adoption: July 24th, 2002	
FOURTH: Adoption of Amendment(s) (CHECK ONE)		
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"	
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
V	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required:	
Signature_	Signed this 24 day of JUU , 2002. (By the Chairman or Vice Chairman or the Board of Directors, President or other officer if adopted by the shareholders)	
OR .		
(By a director if adopted by the directors)		
OR		
(By an incorporator if adopted by the incorporators)		
	GLENN ESTROPF (Typed or printed name)	
	PRESIDENT - INCORPORATOR	