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BASIC AMENDMENT

SMILEY HOMES CORPORATION

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

November 1, 2005

SMILEY BOMES CORPORATION 3773 CENTRAL AVE. SAINT PETERSBURG, FL 33713US

SUBJECT: SMILEY HOMES CORPORATION

REF: P02000116481

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.

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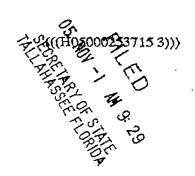
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Eliminated Article VI amendmen

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Articles of Amendment to Articles of Incorporation of



SMILEY HOMES CORPORATION

(present name)

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)

Article VII - The initial officer(s) and/or director(s) of the corporation is/are:

Title: P, ARIAL BERGERMAN, 3501 THIRD AVENUE SOUTH, ST PETERSBURG FL 33711

Instead of: Title: P, ERIK BERGERMAN, 7600 BLIND PASS ROAD, ST PETERSBURG BEACH FL 33706

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:

(((H05000253715 3)))

THIRD:	The date of each amendment's adoptions: (((H05000253715 3)))
FOURTE	I: 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 amendent(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without action and shareholder action was not required.
Signed the	By the Chairman or Vice Chairman of the State 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)
	ARIEL BERGERMAN Typed or printed name
	President