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COVER LETTER

TO: Amendment Section Division of Corporations

Tallahassee, FL 32314

NAME OF CORPORATION: SHAKESPEARE'S CIGAR CORP.			
DOCUMENT NUMBER: P03 0 000 12756			
The enclosed Articles of Amendment and fee are submitted for filing.			
Please return all correspondence concerning this matter to the following:			
(Name of Contact Person)			
LUZIMO SLATKIN (Firm/Company)			
1900 W. SAMPLE Pd #400 (Address)			
CORAL SPRINGS FLORIDA 53065 (City/State/and Zip Code)			
For further information concerning this matter, please call:			
Name of Contact Person) (Area Code & Daytime Telephone Number)			
(Name of Contact Person) (Area Code & Daytime Telephone Number)			
Enclosed is a check for the following amount:			
□ \$35 Filing Fee □ \$43.75 Filing Fee & □ \$52.50 Filing Fee □ \$			
Mailing AddressStreet AddressAmendment SectionAmendment SectionDivision of CorporationsDivision of CorporationsP.O. Box 6327409 E. Gaines Street			

Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

May 20, 2005

RONALD A. LUZIM LUZIMO SLATKIN 9900 W. SAMPLE RD., #400 CORAL SPRINGS, FL 33065

SUBJECT: SHAKESPEARE'S CIGAR CORP.

Ref. Number: P03000012756

We have received your document for SHAKESPEARE'S CIGAR CORP, and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The amendment must be adopted in one of the following manners:

(1)If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a)A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b)If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting

(2)If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a)A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

You cannot attach the change of registered agent form as a part of this filing. You must have the paragraph of acceptance and signature as a part of the amendment filing.

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) 245-6903.

Letter Number: 305A00036582

Cheryl Coulliette Document Specialist

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORAT

OF

SHAKESPEARE'S CIGAR CORP.

Document Number P03000012756

Pursuant to the provisions of Section 607.1006, Florida Statutes, SHAKESPEARE'S CIGAR CORP. adopts the following amendment(s) to its Articles of Incorporation wherein the number of votes cast for the amendment on May 11, 2005 by the shareholders was sufficient for approval:

AMENDMENTS ADOPTED:

(1) Article VI shall be deleted in its entirety and the following new Article VI shall be added:

ARTICLE VI

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time, but shall never be less than one (1). The names and address of the initial Board of Directors is as follows:

Robert L. Shakespeare

168 Tupleo Road, Naples, FL 33963

Scott Shakespeare

4630 N. University Drive, Coral Springs, FL 33067.

(2) Paragraph 7.1 within Article VII shall be deleted in its entirety and the following new Paragraph 7.1 within Article VII shall be added:

ARTICLE VII

- 7.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is One Million (1,000,000) shares of common stock, each having a par value of One Dollar (\$1.00) per share.
- (3) Article XIII shall be deleted in its entirety and the following new Article XIII shall be added:

ARTICLE XIII

The name and address of the registered agent and officer of this corporation is Ronald A. Luzim, 9900 West Sample Road, Suite #400, Coral Springs, FL 33065.

Shakespeare's Cigar Corp Articles of Amendment Page Two

(4) Except as specifically provided above, the rest, residue and remainder of the Articles of Incorporation of SHAKESPEARE'S CIGAR CORP. as filed on February 3, 2003 is realleged and reincorporated herein with the same force and effect as if separately set forth and numbered herein.

IN WITNESS WHEREOF, the undersigned has set its hand and seal, acknowledged and filed the foregoing Amendment to Articles of Incorporation of SHAKESPEARE'S CIGAR CORP, under the laws of the State of Florida this $2^{\frac{1}{2}}$ day of $10^{\frac{1}{2}}$ 2005.

President, Director

Scott Stakespeare

I hereby accept the appointment as registered agent and I further agree to comply with the provisions of all statut of my duties, and I am familiar with and accept the oblig document is being filed merely to reflect a change in the corporation has been potified in writing of this change.	agree to act in this capacity. es relative to the proper and complete performance ation of my position as registered agent. Or, if this registered office address, I hereby confirm that the
(Signature of Registered Agent)	5/12/05
If signing on behalf of an entity:	
(Typed or Printed Name)	