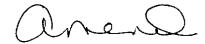
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ACTIVE FILINGS LLC

10651 N.E. 11th Court Miaml Shores, FL 33138, US Phone: 305 899-8700 Fax: 305 402-2248 http://www.activefilings.cominfo@activefilings.com

February 28, 2003

DEPARTMENT OF STATE Division of Corporations Amendment Section P.O. Box 6327 Tallahassee, FL 32314

RE: Twin Palms Group Corp. and SML Properties, LLC

Dear Department of State:

Attached you will find Articles of Amendment for Twin Palms Group Corp. and SML Properties, LLC. The amendments are as follows:

For Twin Palms Group Corp.: Correct business and mailing address, and correct registered agent's address.

For SML Properties LLC: Correct mailing address.

We have enclosed two checks: one for \$35.00 and one for \$25.00 to cover the State filing fees.

Please contact us if you need any further information.

Yours truly,

Nina Birnbach for Active Filings, LLC

Incorporator

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



TWIN PALMS GROUP CORP.

(present name)

P03000015009

(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)

ARTICLE II

The principal place of business address:

137-25 83rd Ave. #4V Jamaica, NY 11435

The mailing address of the corporation is:

137-25 83rd Ave. #4V Jamaica, NY 11435

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:

ARTICLE V

The name and Florida street address of the registered agent is:

George Emmanuel 9470 West Midland Lane Crystal River, FL 34428

THIRD: 1	The date of each amendment's adoption: February 28, 2003	
FOURTH: Adoption of Amendment(s) (CHECK ONE)		
۵	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"	
	(voting group)	
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
2	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
Signature_	Signed this 28 day of February, 2003.	
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	
	OR.	
(By a director if adopted by the directors)		
(-) a anotice in adopted of the directory		
	OR .	
	(By an incorporator if adopted by the incorporators)	
	(Typed or printed name)	
	Incorporator (Title)	