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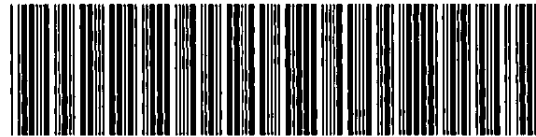
(Business Entity Name)

(Document Number)

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Amend

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RECEIVED
08 JUL -7 AM 11:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2008 JUL -7 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADR
7/17/08

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CORPORATE FILING SERVICE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. USA SMART, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2:00 ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

FILED

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

2008 JUL -7 PM 3:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

USA SMART, INC.

(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)

Directors shall now read as follows:

ARTICLE VIII WILL READ AS FOLLOW

GLORIA P. MARTINS
201 CRANDON BLVD #102
KEY BISCAYNE FL. 33149

DIRECTOR

ARTICLE X: WILL READ AS FOLLOW

GLORIA P. MARTINS
201 CRANDON BLVD #102
KEY BISCAYNE FL. 33149

PRESIDENT/VICE-PRESIDENT/SECRETARY

New Registered Agent WILL READ AS FOLLOW:

GLORIA P. MARTINS
201 CRANDON BLVD #102
KEY BISCAYNE FL. 33149

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.

THIRD: The date of each amendment's adoption: JUNE 26TH 2008

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 for each voting group entitled to vote separately on each 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.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1st day of July, 20 08.

Signature

(By the President or Vice Chairman of the 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)

Gloria P. Martins

Typed or printed name

President

Title

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to serve in this capacity.

[Signature]
Registered Agent Signature