

P080000075892

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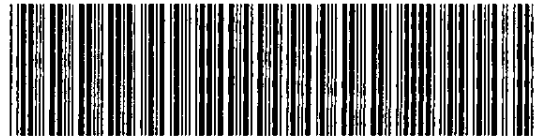
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-17-11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: S & M MARTIAL ARTS, INC.
Name of Corporation

DOCUMENT NUMBER: P08000075892

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Diane L. Paull
Name of Contact Person

Simpson & Paull, PL
Firm/Company

1510 2nd St. S., Suite A
Address

Jacksonville Beach, FL 32250
City/State and Zip Code

dpaul@simpsonpaul.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Diane L. Paull at (904) 249-7288
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



DRAFT

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
S & M MARTIAL ARTS, INC.

Under the provisions of F.S. 607.1006, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST:

Resignation of Officer: MASOUD EMAMI has resigned all positions within or regarding the Corporation including as officer, shareholder, incorporator or other positions. Mr. Emami has also resigned as Registered Agent for the Corporation as of June 14, 2010. The date of the amendment's adoption: June 14, 2010.

SECOND:

Successor Registered Agent: The Corporation has appointed DIANE L. PAULL, ESQ., a Florida attorney, to act as its successor Registered Agent. This Amendment was adopted by all current shareholders on June 14, 2010.

THIRD:

Adoption of Amendment: The amendments were approved by all shareholders. The number of votes cast for the amendments was unanimous.

Sattar Alipour
President and Shareholder
Dated: January 42, 2011.

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TALLAHASSEE, FLORIDA

STATEMENT OF CHANGE OF REGISTERED AGENT
FOR CORPORATION

Pursuant to the provisions of Sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this Statement of Change is submitted for a Corporation organized under the laws of the State of Florida in order to change its Registered Agent in the State of Florida.

1. The name of the corporation: S & M MARTIAL ARTS, INC.
2. The principal office address: 11925 Beach Blvd., Suite 209, Jacksonville, Duval County, Florida 32224.
3. The mailing address (if different): Same as Item 2 above.
4. Date of incorporation/qualification: August 13, 2008 - Document number: P08000075892.
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State: (If resigned, enter resigned)
Masoud Emami (Resigned on June 14, 2010)
901 Cavanaugh Dr, Jacksonville, Florida 32259
6. The name and street address of the new Registered Agent and/or Registered Office is:
Diane L. Paull, Esq. (Florida licensed attorney)
1510 2nd St. S., Suite A
Jacksonville Beach, Florida, 32250
Tel: (904) 249-7288; Fax: (904) 249-1779
7. Such change was authorized by resolution duly adopted by its Board of Directors and all shareholders of the Corporation have been notified in writing of the change.



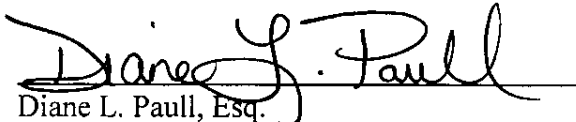
Sattar Alipour
President and Shareholder

Dated: 2/2/11, 2011

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ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent and agree to act in this capacity for this Corporation. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

A handwritten signature in black ink, reading "Diane L. Paull", written over a horizontal line.

Diane L. Paull, Esq.

Florida Bar No. 0645605

1510 2nd St. S., Suite A

Jacksonville Beach, FL 32250

Tel: (904) 249-7288; Fax: (904) 249-1779

Dated: ~~January~~ 2/14, 2011