

P96000060342 X

May 31, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir(s):

This is a request to amend to the articles of incorporation; specifically article I through article VIII. /

Enclosed is a check for \$96.25. (\$35.00 filing fee; \$52.50 certified copies; and \$8.75 certificate of status).

Thank you.

Sincerely,

Ed Stucke, Jr.

Ed A. Stucke, Jr.
Vice President
(954) 438-7872 - Home
(954) 928-5021 - Pager

100002201101--8
-06/04/97--01049--013
*****96.25 *****96.25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -3 AM 10:30

Name	<i>Ed Stucke, Jr.</i>
Availability	<i>6/17/97</i>
Comment	
Examiner	
Under	
Under	
Verifier	
Notarizing Agent	
W. P. Verifier	

W97-14218

Anne + Anne
meal

789, 619, 671

Ed Stucke, Jr. Vice President 10031 Pines Boulevard - Suite 249 Pembroke Pines, FL 33024

FILING _____
C. COPY _____
R. AGENT _____
TOTAL _____
BALANCE DUE \$ _____
REFUND \$ _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1997

ED STUCKE, JR., VICE PRESIDENT
10031 PINES BLVD., SUITE 249
PEMBROKE PINES, FL 33024

SUBJECT: S & M INTERNATIONAL NETWORK, INC.
Ref. Number: P96000060342

We have received your document for S & M INTERNATIONAL NETWORK, INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 (904) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 597A00032500

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -3 AM 10:30

S & M INTERNATIONAL NETWORK, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I. _____ NAME

IS TO BE AMENDED TO:

The name of the corporation shall be: **BLANCHE T. WOOD, INC.**

The address of the principal office of the corporation shall be 10031 Pines Boulevard, Suite 249, Pembroke Pines, FL 33024-6169, and the mailing address of the corporation shall be 10031 Pines Boulevard, Suite 249, Pembroke Pines, FL 33024-6169.

ARTICLE II. _____ NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. _____ CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000 shares of capital stock having \$20.00 par value per share.

ARTICLE IV. _____ REGISTERED AGENT

The street address of the registered agent of the corporation, and the name of the registered agent shall be *Shawn C. Wood, Jr., 15104 NW 7th Court, Pembroke Pines, FL 33028-1837*

ARTICLE V. _____ TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. _____ PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. _____ DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and the affairs of the corporation managed under the direction of its Shareholders, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one initial Director/Chief Executive Officer. The name(s) and street address(es) of the member(s) of the Board of Directors are:

President: Shawn C. Wood, Jr.
15104 NW 7th Court
Pembroke Pines, FL 33028

Vice President: Ed A. Stucko, Jr.
911 SW 74th Avenue
Miami, FL 33144

Secretary: Nicole K. Padron
2534 Eagle Run Circle
Weston, FL 33327

Treasurer(s): Tim S. Noles, III
3781 Oak Ridge Lane
Weston, FL 33331

Matt A. Altman, Jr.
12588 SW 42nd Street
Miami, FL 33174

ARTICLE VIII. _____ INDEMNIFICATION

This corporation shall indemnify all officers and directors and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors has executed these AMENDED Articles of Incorporation this day 31st day of May, 1997.

President:

Shawn C. Wood, Jr.

Vice President:

Ed A. Stucko, Jr.

Secretary:

Nicole K. Padron

Treasurer:

Tim S. Noles, III

Treasurer:

Matt A. Altman, Jr.

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 III. _____ CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000 shares of capital stock having \$20.00 par value per share

THIRD: The date of each amendment's adoption: MAY 31ST, 1997.

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 provided for each voting group entitled to vote separately on the amendment(s):*
- "The number of votes for the amendment(s) was/were sufficient for approval by _____"
- voting group
- XXX 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 as not required.

Signed this day 31ST of MAY, 19 97.

Signature _____
(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)

OR

(By an incorporator if adopted by the incorporators)

ED A. STUCKE, JR.

Type or printed name

VICE PRESIDENT

Title

S & M International Network, Inc.

*10031 Pines Boulevard - Suite 249
Pembroke Pines, Florida 33024-6769*

(954) 450 - 6350

Fax (954) 450 - 3801

June 26, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Brenda Tadlock

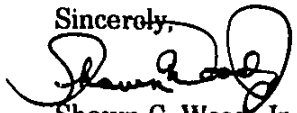
Dear Ms Tadlock:

"I hereby am familiar with and accept the duties and responsibilities as registered agent for the said corporation".

Attached is a copy of the letter stating that you already have the check for \$96.25. (\$35.00 filing fee; \$52.50 certified copies; and \$8.75 certificate of status).

If you have any questions please feel free to contact me at (954) 450-4975 between the hours of 8:00 a.m. to 10:00 a.m. Monday through Friday or at home (954) 704-4715.

Sincerely,



Shawn C. Wood, Jr.
President

ARTICLES OF INCORPORATION
OF
BLANCHE T. WOOD, INC.

Amended articles of incorporation:

ARTICLE I. NAME

The name of the corporation shall be: *BLANCHE T. WOOD, INC.*

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The street address of the registered agent of the corporation, and the name of the registered agent shall be *Shawn C. Wood, Jr., 15104 NW 7th Court, Pembroke Pines, FL 33028-1837*.

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15104 NW 7th Court
Pembroke Pines, FL 33028

Vice President: Ed A. Stucke, Jr.
911 SW 74th Avenue
Miami, Florida 33144

Secretary: Nicole K. Padron
2534 Eagle Run Circle
Weston, FL 33327

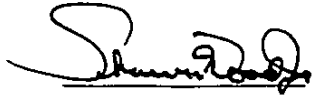
Treasurer(s):	Tim S. Noles, III 3781 Oak Ridge Lane Weston, FL 33331	Matt A. Altman, Jr. 12588 SW 42 nd Street Miami, FL 33174
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ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify all officers and directors and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors has executed these AMENDED Articles of Incorporation this day 31st day of May, 1997.

President:



Treasurer:



Vice President:



Treasurer:



Secretary:

