## P97000020774

DIVISION OF CORPORATIONS

MAY 20, 1997

P. O. BOX 6327

TALLAHASSEE, FL. 32314

Dear Sir,

I've already incorporated my company SMILEY TEETH, Inc. in Florida on March 03, 1997; Doc.# P97000020774.

I authorized to issue 10,000,000 shares at 0.001¢ par value common stock.

The corporate address is the remains the same and I John D. Blue am still the Registered Agent. A copy of the paperwork is attached/enclosed.

Hereafter I wish to only change one aspect of the above incorporation paperwork.

Please accept the completed Articles of Amendment to Articles of Incorporation to only increase the # of Common Shares from the present 10,000,000 to 100,000,000 million @ 0.001¢ par value.

I have not issued any stock so far. Therefor no stockholders and no shareholders approval is necessary.

Thanks. If any questions please call me at (813) 631-1214

Sincerely,

JAND. Bleec JOHN D. BLUE

President of

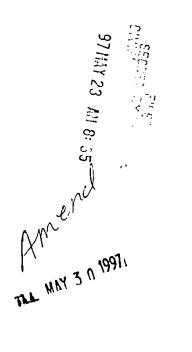
SMILEY TEETH, Inc.

USF-30132

4202 E. FOWLER AVE.

TAMPA, FL. 33620-3013

(813) 631-1214 (fax# the same as phone #)



DIVISION FILED

97 MAY 23 AM 8: 35

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

SMILEY TEETH, 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)

ARTICLE #1: change 10,000,000 shares to 100,000,000 shares par value 0.001¢ \* delete 10,000,000

**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: MAY 20, 1997
FOURTE	I: 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 cast for the amendment(s) was/were sufficient
	for approval by
	voting group
Ç	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
XXΩ	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 20th. day of MAY , 19 97
Signature	John Baro President
	(By the Chairman of 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)
	JOHN D. BLUE
	Typed or printed name
	PRESIDENT TILL PLICATED
	Title