

P97000021619

Requestor's Name

Spencer Saffran
100 Lincoln Rd. Apt. 1133
Miami Beach, FL 33139

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*****35.00 *****35.00

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1. Acknowledgement letter sent to return
(Corporation Name) (Document #)
2. address on self address envelop
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 APR 14 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 14 1998

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1998

SPENCER SAFFRAN
100 LINCOLN ROAD
APT. 1133
MIAMI BEACH, FL 33139

SUBJECT: SMTM HOLDING CORP.
Ref. Number: P97000021619

We have received your document for SMTM HOLDING CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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 (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 798A00009880

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
SMTM HOLDING CORP.**

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98 APR 14 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

At a Special Meeting of the Board of Directors and Shareholders of the above named Corporation, resolutions were duly adopted by the aforesaid amending the Company's Articles of Incorporation as follows:

Article IV of the Company's Articles of Incorporation is amended to read:

Article IV - CAPITAL STOCK

This Corporation is authorized to issue 20,000,000 (twenty-million) shares of Common Stock having a par value of \$.001 (one, one-thousandth dollar) per share which Shares shall be and hereby are designated as "Common Shares." Without action by the stockholders, any or all of the authorized Common Shares may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors of this Corporation.

This Corporation is authorized to issue 10,000,000 (ten-million) shares of preferred stock having a par value of \$1.00 (one dollar) per share which shares shall be and hereby are designated as "Preferred Shares." Without action by the shareholders, any or all of the authorized Preferred Shares may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors of this Corporation.

Each of the Common Shares shall have one vote on all matters coming before any Meeting of the Shareholders or otherwise to be acted upon by Shareholders. No holder of any shares of shares of any class of capital stock of the Corporation shall have any preemptive right to subscribe for any shares of capital stock of any class of the Corporation now or hereafter authorized or for any security convertible into or carrying any optional rights to purchase or subscribe for any shares of capital stock of any class of the Corporation now or hereafter authorized.

No provision of these Articles of Incorporation shall be deemed to deny to the Board of Directors the right, in its sole discretion, to grant to the holder of shares of any class of capital stock or any other securities of the Corporation now or hereafter authorized, at such prices and upon such other terms and conditions as the Board of Directors, in its sole discretion, may fix.

Dividends respecting any shares of the Corporation's capital stock shall be payable only out of earnings or assets of the Corporation legally available for the payment of such dividends and only as and when declared by the Board of Directors.

It was further resolved to remove in its entirety Article V - Preemptive Rights of the Company's Articles of Incorporation.

The above actions were adopted by the Board of Directors and Shareholder of SMTM Holding Corp., at a Special Meeting conducted on the 16th of December, 1997.


Spencer Saffron
Chairman, President and sole Shareholder