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PICK-UP WAIT MAIL

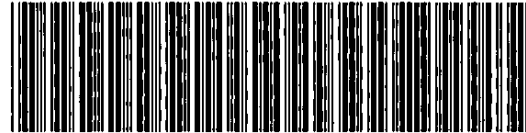
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

Amend

C. Oufflette JUN 16 2006

**LAZARUS
CORPORATE FILING SERVICE**

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

1. SMARTUM, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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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

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SMARTUM, INC**

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its articles of incorporation:

FIRST: Amendment adopted:

ARTICLE VII: The Registered Agent is:

Teresa Fertitta
President
4864 NW 116 CT
Miami, Fl 33178

ARTICLE IX: Directors and Officers shall be as follows:

Teresa Fertitta
President
4864 NW 116 CT
Miami, Fl 33178

Fernando Fertitta
Vice-President
4864 NW 116 CT
Miami, Fl 33178

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 mentioned above.

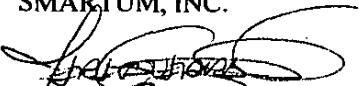
THIRD: The date of each amendment's adoption: December 31, 2004

FOURTH: Adoption of Amendments:

The amendments were adopted by the incorporator or board of directors without shareholders action and shareholders action was not required.

Signed this 31 day of December 2004.

SMARTUM, INC.


Teresa Fertitta
President

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