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LOCAL REPRESENTATIVE TALLAHASSEE			*****35.	.00 *****35.00
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NEW FILINGS	AMENDMI	ENTS		
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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

July 8, 1999

LAZARUS CORPORATE FILING SERVICE, INC.

TALLAHASSEE, FL

SUBJECT: SMILE BRITE, INC. Ref. Number: P98000066934

We have received your document for SMILE BRITE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

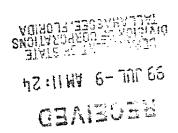
The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6903.

Cheryl Coulliette Document Specialist

Letter Number: 899A00035422



ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

SMILE BRITE, INC.

(present name)

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

FIRST:

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

THE OFFICER BY THE NAME OF ANA SAQUI FERNANDEZ RESIGNS FROM THIS CORPORATION AND IN HER PLACE MR. ALFONSO CARLOS FERNANDEZ WILL TAKE ALL THE POSITIONS OF THIS CORPORATION.

HE WILL BECOME THE PRESIDENT, VICE_PRESIDENT, SECRETARY, TREASURER

FILED

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SECRETARY OF STATE
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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:

'UI	IRD:	The date of each amendment's adoption:
FO	URTH:	Adoption of Amendment(s) (check one)
团	The ar	mendment(s) was/were approved by the shareholders. The number of votes a the amendment(s) was/were sufficient for approval.
	The an	nendment(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 cost for the annual
		approval by (voting group)
	The au shareli	nendment(s) was/were adopted by the board of directors without older action and shareholder action was not required.
	The an	mendment(s) was/were adopted by the incorporators without shareholder and shareholder action was not required.
	Sign	ned this 1 day of JULY , 19 99
		SignatureX (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adepted by the shareholders) OR (By a director if adopted by the directors) OR
		(By an incorporator if adopted by the incorporators)
		ALFONSO CARLOS FERNANDEZ
		Typed or printed name
		PRESIDENT
		Title