Division of Corporations

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To:

Division of Corporations

Fax Number

: (850) 922-4000

From:

Account Name

: FAS-T CORP. AGENTS, INC.

Account Number : 071001002335 Phone

: (305)599-0839

Fax Number

: (305)716-0346

BASIC AMENDMENT

HAPPY FACES SCHOOL TRANSPORTATION, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 6, 1999

HAPPY FACES SCHOOL TRANSPORTATION, INC. 2951 NW 13 STREET, MIAMI, PL 33125

SUBJECT: HAPPY FACES SCHOOL TRANSPORTATION, INC.

REF: P98000075028

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Karen Gibson Corporate Specialist FAX Aud. #: E99000019583 Letter Number: 799A00039958

ARTICLES OF AMENDMENT

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ARTICLES OF INCORPORATION

HAPPY FACES SCHOOL TRANSPORTATION, INC.

FIRST:

Article I - The name of the corporation is amended to read as follows:

Happy Faces Transportation, Inc.

SECOND:

Article II: The principal place of business and mailing address of this corporation

is amended to read as follows:

5880 Collins Avenue, Suite 805 Miami Beach, FL 33140

The amendment was adopted on August 6th, 1999

The amendment was approved by the shareholders and the number of votes cast for the amendment was sufficient for approval

Miguel Fleites President

Signed this day 6 of AUGUST 1999

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SECRETARY OF STATE
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