

P99000016324

Florida Department of State  
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## BASIC AMENDMENT

ESMOKES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$52.50

Amendment

02/22/02

Fax Audit No.: H02000042095 8

**ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION  
OF  
eSMOKES, INC.**

To the Department of State  
of the State of Florida:

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DIVISION  
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Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act (the "FBCA"), the corporation hereinafter named (the "Corporation") does hereby amend its Articles of Incorporation.

1. The name of the Corporation is eSmokes, Inc.
2. The text of the Articles of Amendment to the Articles of Incorporation of the Corporation, as amended hereby, is annexed hereto and made a part hereof.

\* \* \* \* \*

**CERTIFICATE**

It is hereby certified that:

1. The annexed amendment (the "Articles of Amendment") contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.
2. Article IX of the Articles of Incorporation of the Corporation is hereby amended so as henceforth to read as set forth in the Articles of Amendment annexed hereto and made a part hereof.
3. The date of adoption of the aforesaid Articles of Amendment by the shareholders was September 14, 2001.
4. The number of votes cast for the said Articles of Amendment by the shareholders was sufficient for the approval thereof.
5. The above-described action taken by the shareholders was given by written consent, without a meeting, in accordance with Section 607.0704 of the FBCA.

Executed on November September 14, 2001

eSMOKES, INC.

By: 

Name: Gary E. Kirschner

Title: President

Fax Audit No.: H02000042095 8

**ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION  
OF  
eSMOKES, INC.**

Article IX of the Corporation's Articles of Incorporation shall henceforth read as follows:

**ARTICLE IX  
Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15), the exact number of directors to be fixed from time to time by the shareholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this corporation may remove any director from office at any time with or without cause.