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December 21, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Attn: Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

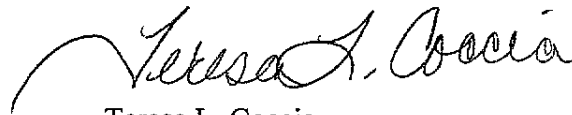
Re: BankSmart, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation for the referenced corporation. Also, enclosed is our firm's check in the amount of \$43.75 representing the \$35.00 filing fee and \$8.75 for a certified copy.

Thank you for your assistance, and please contact me if you have any questions.

Very truly yours,



Teresa L. Coccia
Legal Assistant to Thomas R. Harbert

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\$43.75 \$43.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 16 AM 10:44

name change
LFJ
2-17-2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 6, 2000

Teresa L. Coccia
% Mateer & Harbert, P.A.
Post Office Box 2854
Orlando, FL 32802-2854

RECEIVED

JAN 13 2000

SUBJECT: BANKSMART, INC.
Ref. Number: P99000026227

MATEER & HARBERT

We have received your document for BANKSMART, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 100A00000808

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DAVID M. LANDIS
JON E. KANE
DAVID F. TEGELER

February 14, 2000

VIA PRIORITY U.S.MAIL

Florida Department of State
Ms. Louise Flemming-Jackson
Corporate Specialist Supervisor
Post Office Box 6327
Tallahassee, Florida 32314

Re: Banksmart, Inc. - Articles of Amendment to Articles of Incorporation

Dear Ms. Flemming-Jackson:

Pursuant to your January 6, 2000, letter, enclosed please find Articles of Amendment to Articles of Incorporation of Banksmart, Inc. changing the name to H.B.S. Enterprises, Inc. Please file the Articles of Amendment and do not hesitate to call this office if you have any further questions.

Very truly yours,



TERESA L. COCCIA/Legal Assistant
Thomas R. Harbert

TCC/lad
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 16 AM 10:44

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
BANKSMART, INC.

Pursuant to Article 607.1001, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended as follows:

1. Article I is amended to read as follows:

The name of this corporation is H.B.S. Enterprises, Inc.

2. The amendment does not provide for an exchange, reclassification or cancellation of issued shares of the corporation.

3. The above amendment has been adopted by the board of directors of the Corporation and the shareholders entitled to vote thereon by the unanimous written consent of the directors and shareholders February 11th, 2000, pursuant to Section 607.1003, as required by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 11th day of February, 2000.

BANKSMART, INC., n/k/a H.B.S.
ENTERPRISES, INC.


Print Name: THOMAS R. HARBERT

By: 
Melvin Edward Hughes, Jr., President


Print Name: Teresa L. Coccia

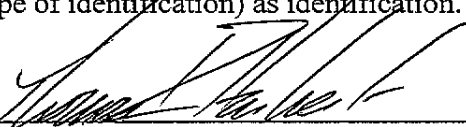
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of February, 2000, by Melvin Edward Hughes, Jr., as President of BankSmart, Inc., n/k/a H.B.S. Enterprises, Inc., a Florida corporation, on behalf of the corporation. He is ☒ personally known to me or produced _____ (type of identification) as identification.

Notary Seal



Thomas R. Harbert
MY COMMISSION # CC72550 EXPIRES
July 18, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public -- State of Florida

Printed Name: THOMAS R. HARBERT
My Commission Expires: _____