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CORPORATION(S) NAME

Smith's Industries, Inc.

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() Profit () Nonprofit	(x) Amendment	() Merger
() Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark
() Limited Partnership () LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA () UCC
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Tallahassee, FL 32301
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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SMITHS INDUSTRIES, INC.

Smiths Industries, Inc. (the "Corporation"), a corporation organized under and existing by virtue of the 1989 Business Corporation Act of the State of Florida (the "Florida Business Corporation Act"), for the purpose of amending its Articles of Incorporation pursuant to Section 607.1006 of the Florida Business Corporation Act, does hereby certify:

FIRST: That the name of the Corporation is Smiths Industries, Inc.

SECOND: That ARTICLE III.2 of the Articles of Incorporation of this Corporation is amended to read as follows:

Dividends:

Prior to the payment of any dividends or other distributions to the holders of Common Stock by the corporation, holders of Preferred Stock shall be entitled to receive, when as and if declared by the board of directors, annual dividends at the rate of 8% (eight percent) per annum on the par value of each share of Preferred Stock then outstanding and no more. If so declared by the board of directors, dividends on Preferred Stock shall be payable in equal installments on January 15 and March 15 in the year 2001 only and January 15 and July 15 in each year thereafter, and shall be payable in respect of the period from August 1 in the preceding calendar year to and including July 31 in the current calendar year. Dividends on Preferred Stock shall be cumulative and shall accrue whether or not earned or declared. In consideration of bringing forward the payment date, the dividend paid on March 15, 2001 will be reduced by a discount of 2% ($32,000) to $1,568,000.

THIRD: That the foregoing Amendment to this Corporation's Articles of Incorporation was adopted by the Board of Directors of this Corporation by unanimous written consent dated as of March 12, 2001 and by the shareholders of this Corporation by unanimous written consent dated as of March 12, 2001.

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed by the undersigned officer this 15 day of March, 2001.

SMITHS INDUSTRIES, INC.

By: Walt E Orme
Name: WALTER E. ORME
Title: ASSISTANT SECRETARY

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