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NAME: SMITH DRILLING & FOUNDATION, INC.  
 AUDIT NUMBER.....H98000000127  
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AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF

SMITH DRILLING & FOUNDATION, INC.

Pursuant to Section 607.1006(1) of the Florida Statutes, the Articles of Incorporation of Smith Drilling & Foundation, Inc. (the "Corporation"), are hereby amended as follows:

1. The name of the Corporation is Smith Drilling & Foundation, Inc.
2. Article I of the Articles of Incorporation of Smith Drilling & Foundation, Inc. is hereby amended to read as follows:

ARTICLE I  
Name

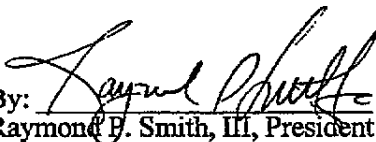
The name of this Corporation is Smith Liquidating, Inc.

3. The foregoing amendment was adopted on this 29<sup>th</sup> day of December, 1997, by the written consent of all of the shareholders of this Corporation, as authorized by Sections 607.1003(6) and 607.0704 of the Florida Statutes.

4. The sole voting group entitled to vote on this amendment is comprised of the holders of common stock, and the number of votes cast for the amendment by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned president of this Corporation has executed this Amendment to the Articles of Incorporation of Smith Drilling & Foundation, Inc. on this 29<sup>th</sup> day of December, 1997.

SMITH DRILLING & FOUNDATION, INC.

By:   
Raymond D. Smith, III, President

Leslie Wager Hudock, Esquire  
FL Bar No. 650706  
601 Bayshore Boulevard, Suite 700  
Tampa, FL 33606  
(813) 253-2020  
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