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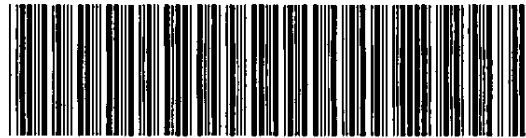
(Business Entity Name)

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FILED  
MAR 19 2013  
13 MAR 19 PM 1:10

Amend  
@ 3/21/13

**SECOND AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
THE SMART COMPANIES, INC.**

FILED  
CLERK OF DISTRICT COURT  
13 MAR 19 PM 1:10

The Shareholders and Directors of The Smart Companies, Inc., a Florida corporation (referred to herein as the "Corporation") have unanimously approved the following amendment to the Articles of Incorporation of the Corporation, which were filed on April 13, 2006, and amended on February 14, 2011, as follows:

7.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is **TWENTY THOUSAND (20,000)** shares of common stock, each share having the par value of **ONE CENT (\$0.01)**

All other terms and provisions of the Articles of Incorporation are hereby ratified and confirmed and shall remain in full force and effect, except to the extent amended hereby.

Executed and subscribed at Fort Myers, Florida as of June 30, 2011.

By: 

Brian D. Rist, President

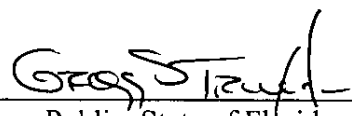
State of Florida)

) ss

County of Lee )

The foregoing instrument was acknowledged before me, by Brian D. Rist, as President of The Smart Companies, Inc. f/k/a Storm Smart Industries, Inc. He (  ) is personally known to me or (  ) has produced N/A as identification.

Witness my hand and official seal in the County and State aforesaid this 30 day of June, 2011.

  
Notary Public, State of Florida

Print Name:

My commission expires:

