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CLAY A. TERRY D. ANDREW HUNT MARK H. SMITH BRIAN W. HAAS

ELISION OF CORPOSATIONS

June 11, 2007

Department of State
Division of Corporations
ATTENTION: Cynthia Blalock, Document Specialist
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

RE: Filing for SMITH-WARDLAW, INC.

f/k/a NANCY C. WARDLAW GROVES, INC.

Dear Ms. Blalock:

Please find enclosed a copy of your letter dated June 7, 2007. I spoke today with Teresa Brown in your office and the problem has been corrected.

I have enclosed the original Articles of Amendment to Articles of Organization for SMITH-WARDLAW, INC. for filing. A check for filing fee was sent to you previously.

I thank you for your assistance in this regard. Should you have any questions, or need anything further, please do not hesitate to call.

Very truly yours,

D. Andrew Hunt, Esq.

DAH/fsa Enclosures



FLORIDA DEPARTMENT OF STATE Division of Corporations

June 7, 2007

D. ANDREW HUNT, ESQ. P.O.BOX 1260 LAKE WALES, FL 33857-1260

SUBJECT: NANCY C. WARDLAW GROVES, INC.

Ref. Number: 256109

We have received your document for NANCY C. WARDLAW GROVES, 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):

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

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) 245-6925.

Cynthia Blalock Document Specialist

Letter Number: 707A00038875

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF NANCY C. WARDLAW GROVES, INC.

FILED 07 JUN 13 AM 12: 56

We the undersigned, being the President and Secretary of NAMCYARASYARDEAW. GROVES, INC., a Florida corporation, hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors and all of the Shareholders at a meeting duly held by them on the 28th day of April, 2007:

<u>AMENDMENT</u>

- 1. The name of the corporation is NANCY C. WARDLAW GROVES, INC. (the "Corporation").
- 2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"Article I

The name of the Corporation shall be SMITH-WARDLAW, INC."

- 3. This Amendment was recommended by the Board of Directors to the Corporation's Shareholders on the 28th day of April, 2007.
- 4. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's Shareholders entitled to vote on the Amendment on the 28th day of April, 2007, and the number of votes in favor of the Amendment was sufficient for approval.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, NANCY C. WARDLAW GROVES, INC. has caused these Articles of Amendment to be executed this 3/5r day of ________, 2007.

NANCY C. WARDLAW GROVES, INC.

STEPHEN A. SMITH, President

NEWELL A. SMITH, Secretary

(Corporate Seal)

STATE OF FLORIDA COUNTY OF POLK

BEFORE ME personally appeared this 31st day of May, 2007, STEPHEN A. SMITH and NEWELL A. SMITH, who have produced <u>Driver's License</u> as identification, to be the persons described in and who executed the foregoing ARTICLES OF AMENDMENT as President and Secretary of NANCY C. WARDLAW GROVES, INC., and severally acknowledged to and before me that they executed said instrument for the purposes therein expressed and did not take an oath.

(SEAL)

age & Anderson (Print name)

Notary Public/State of Florida at Large

My Commission Expires:

Faye S. Anderson
Commission # DD442897
Expires October 20, 2009
Boarded They Fam Lineurance Inc. 800-385-7019