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December 24, 1997

VIA FEDERAL EXPRESS

Department of State
Corporate Records Bureau
P. O. Box 6327
Tallahassee, Florida 32314

FILED
91 DEC 26 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Amendment to Articles of Incorporation of
Smoak Groves, Inc.

900002383433--4
-12/25/97--01078--002
*****87.50 *****87.50

Gentlemen:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation of Smoak Groves, Inc., together with a check for \$87.50 to cover the \$35.00 filing fee and \$52.50 certified copy fee. Please see that they are filed effective on or before December 29, 1997.

Once the Articles of Amendment have been filed, please return the certified copy to this office.

Sincerely,

Steven C. Lee
Steven C. Lee

SCL/ew
Enclosures

cc: Edward L. Smoak
John F. Smoak, Jr.
Michael D. Minton, Esq.
Frank Williams, C.P.A.

*Correspondence - misc.
Linda
pages 3*

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**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF SMOAK GROVES, INC.**

FILED
97 DEC 26 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is SMOAK GROVES, INC. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution amending Article III of the Articles of Incorporation by written consent dated the 23rd day of December, 1997, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolution amending Article III of the Articles of Incorporation by written consent dated the 23rd day of December, 1997, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution amending Article III of the Articles of Incorporation:

RESOLVED, that Article III of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is two million one hundred thousand (2,100,000), of which one hundred thousand (100,000) shares having a par value of One Cent (\$0.01) per share shall be shares of Class A voting common stock and two million (2,000,000) shares having a par value of One Cent (\$0.01) per share shall be shares of Class B non-voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B nonvoting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B nonvoting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B nonvoting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B nonvoting common stock in proportion to the number of shares held by the holders of such shares.

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 23rd day of December, 1997.

SMOAK GROVES, INC.

By: 

its President

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