

507669

KELLY, PRICE, PASSIDOMO & SIKET
CHARTERED

ATTORNEYS AT LAW

GREY OAKS BUILDING
IN POINCIANA PROFESSIONAL PARK
SUITE 315
2640 GOLDEN GATE PARKWAY
NAPLES, FLORIDA 34105-3203

TELEPHONE
(941) 261-3453

TELECOPIER
(941) 261-5711

June 23, 1998

VIA FEDERAL EXPRESS MAIL

Secretary of State
409 E. Gains Street
Tallahassee, Florida 32399-0250

Re: Amendment to Articles

Dear Ladies & Gentleman:

Enclosed are executed amendments to file. Also enclosed is our check in the amount of \$35.00 representing the filing fee.

Please file and return at your earliest convenience.

Very truly yours,

Kathleen C. Passidomo

Kathleen C. Passidomo

KCP/blp
Enclosures

FILED
98 JUN 24 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JUN 24 AM 8:03
DIVISION OF CORPORATIONS

Amend ne

JUN 25 1998

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
SMALLWOOD LANDSCAPING, INC. OF NAPLES

FILED
98 JUN 24 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 and 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is presently Smallwood Landscaping, Inc., of Naples.
2. The following Amendment to the Articles of Incorporation was adopted by the sole Director and sole Shareholder of the corporation on June 15, in the manner prescribed by the Florida Business Corporation Act; the number of votes cast for the amendment was sufficient for approval; and this Amendment shall become effective on the above date.

3. Article I of the Articles of Incorporation of Smallwood Landscaping, Inc., of Naples is hereby amended to read as follows:

The name of the Corporation is Smallwood Design Group/Smallwood Landscape, Inc., and the street address of the Corporation is 2010 Orange Blossom Drive, Naples, Florida 34109.

4. This Amendment is made by the sole Director and Shareholder of the Corporation.

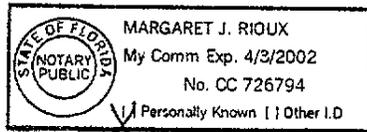
Dated this 15th day of June, 1998.

Smallwood Design Group/Smallwood
Landscape, Inc. formerly known as
Smallwood Landscaping, Inc., of Naples

By: Jo Ann M. Smallwood
Jo Ann M. Smallwood, President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 15th day of June, 1998,
by Jo Ann M. Smallwood, as President of Smallwood Design Group/Smallwood Landscape,
Inc., formerly known as Smallwood Landscaping, Inc. of Naples, a corporation, on behalf of
the corporation. She is personally known to me or has produced _____
as identification.



Margaret J. Rioux
Notary Public



My Commission Expires: 4-3-2002

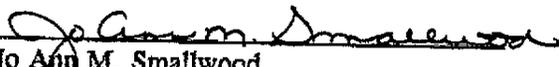
(SEAL)

**WRITTEN CONSENT OF
SHAREHOLDER**

The undersigned, being the sole shareholder of Smallwood Landscaping, Inc. of Naples, a Florida Corporation (the "Corporation"), does hereby consent to the adoption of the following resolution in lieu of holding a special meeting, pursuant to the provisions of Section 607 of the Florida Business Corporation Act:

RESOLVED, that the President of the Corporation is hereby authorized, empowered and directed to execute all documents necessary to effect a change in the name of the Corporation to Smallwood Design Group/Smallwood Landscape, Inc.

IN WITNESS WHEREOF, the undersigned have executed this Consent on the 15th day of June, 1998.


Jo Ann M. Smallwood

**UNANIMOUS CONSENT
OF THE SOLE DIRECTOR AND SHAREHOLDER
OF
SMALLWOOD DESIGN GROUP/SMALLWOOD LANDSCAPE, INC**

The undersigned, being the sole director and shareholder of Smallwood Design Group/Smallwood Landscape, Inc., a Florida Corporation, does hereby consent to the adoption of the following resolution in lieu of holding a special meeting pursuant to the provisions of Section 607 of the Florida Business Corporation Act.

RESOLVED, that inasmuch as the name of the Corporation has now been changed to Smallwood Design Group/Smallwood Landscape, Inc., the Corporation is hereby authorized, empowered and directed to exchange the shares of its stock in the name of Smallwood Landscaping, Inc. of Naples, to Smallwood Design Group/Smallwood Landscape, Inc. to the present shareholders and with the same reissue date as those shares that were originally issued in Smallwood Landscaping, Inc. of Naples.

IN WITNESS WHEREOF, the undersigned has executed this consent on this 15th day of June, 1998.


Sole Director, Sole Shareholder
Jo Ann M. Smallwood