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ROWLETT W. BRYANT
CLIFFORD C. HIGBY
CECILIA REDDING BOYD

LYNN C. HIGBY
(1938-1992)

August 17, 19978

Office of the Secretary of State
State of Florida
Corporations Division
P. O. Box 6327
Tallahassee, Florida 32314

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Stephen M. Smith, M.D. and James W. DeRuiter, M.D., Chartered
Amendment to Articles of Incorporation

Gentlemen:

Please find enclosed an Amendment to the Articles of Incorporation of the above referenced corporation, together with our check for the sum of $87.50.

Please process the enclosed amendment and favor us with a certified copy to reflect the new name of Stpehen M. Smith, M.D. and Stephen G. Smith, M.D., Chartered.

Should you have any questions or comment, please feel free to call us collect at the above number.

Very truly yours,

Mary Lou Wilson

Mary Lou Wilson
Secretary to Mr. Bryant

mlw/
encl.

VS AUG 25 1998

N/C

FILED
98 AUG 18 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION OF STEPHEN M. SMITH, M.D. AND JAMES W. DeRUITER, M.D., CHARTERED

THE UNDERSIGNED, being all of the shareholders of the authorized and outstanding stock of the above referenced corporation, hereby certify:

1. The name of the corporation is **STEPHEN M. SMITH, M.D. AND JAMES W. DeRUITER, M.D., CHARTERED.**

2. The aforementioned corporation was formed by the filing of Articles of Incorporation with the Secretary of State of the State of Florida, on December 15, 1978.

2. Article I of the Articles of Incorporation are amended to reflect the name of the corporation to be **STEPHEN M. SMITH, M.D. AND STEPHEN G. SMITH, M.D., CHARTERED.**

3. The undersigned are the owners of all of the authorized and outstanding shares of stock of the corporation.

4. All of the shareholders of the corporation have approved the Amendment to the Certificate of Incorporation by Resolution, a copy of which is hereto attached, marked "Exhibit A", and made a part hereof.

IN WITNESS WHEREOF, the corporation has caused this Amendment to be filed in its name, by its shareholders, this 4th day of June, 1998.

STEPHEN M. SMITH, M. D. &
JAMES W. DERUITER, M.D.,
CHARTERED

By Stephen M. Smith, M.D.
Stephen M. Smith, M.D.
President

ATTEST:

Secretary

SHAREHOLDERS:

Stephen G. Smith, M.D.

Stephen M. Smith, M.D.

STATE OF FLORIDA)

COUNTY OF BAY)

THE FOREGOING INSTRUMENT was acknowledged before me this 4th day of June, 1998, by Stephen M. Smith, M.D. and Stephen G. Smith, M.D., individually and as President and Secretary, respectively, of Stephen M. Smith, M.D. and James W. DeRuiter, M.D., Chartered, a Florida corporation, who are personally known to me, and they acknowledged that they executed the instrument as their free act and deed in said capacities.

Mary Lou Wilson
NOTARY PUBLIC
State of Florida at Large

(AFFIX NOTARY STAMP OR SEAL)

Mary Lou Wilson
MY COMMISSION # CC738469 EXPIRES
May 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

A RESOLUTION OF THE
DIRECTORS AND STOCKHOLDERS OF
STEPHEN M. SMITH, M.D., AND JAMES W. DeRUITER, M.D.,
CHARTERED
TO CHANGE THE NAME OF THE CORPORATION

WHEREAS, pursuant to a proper notice, a special called meeting of the officers, directors and shareholders of the corporation was held at the corporate offices at #70 Doctors Drive, Panama City, Florida, on the 4th day of June, 1998, for the purposes set forth in this Resolution, and

WHEREAS, upon appropriate motion duly made, seconded and unimously carried by vote of all stockholders and directors, the following amendment to the Certificate of Incorporation of STEPHEN M. SMITH, M.D. AND JAMES W. DeRUITER, M.D., CHARTERED, was approved and the appropriate officers of the corporation were directed to file a copy of this Resolution and Amendment to Articles of Incorporation as provided by law, with the Secretary of State of the State of Florida;

NOW, THEREFORE, BE IT RESOLVED that Article I of the Articles of Incorporation, is amended to reflect the following corporate name:

STEPHEN M. SMITH, M.D. AND
STEPHEN G. SMITH, M.D., CHARTERED

BE IT FURTHER RESOLVED that the appropriate officers of the corporation are directed to file a copy of this Resolution and an Amendment to the Articles of Incorporation with the Secretary of State, State of Florida, as provided by law.

PASSED, APPROVED AND ADOPTED, this 4th day of June, 1998, by the undersigned, being all of the shareholders, officers and directors of STEPHEN M. SMITH, M.D. AND JAMES W. DeRUITER, M.D., CHARTERED.

Stephen M. Smith, M.D.

Stephen G. Smith, M.D.

EXHIBIT
"A"