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TALLAHASSEE, FLORIDA

McCLAIN & ASSOCIATES, P.A.
ATTORNEYS AND COUNSELORS AT LAW

TAMPA (813) 221-1331
FAX (813) 223-7881

REPLY TO:
WILLIAM G. K. SMOAK
* Also Admitted To The Alabama Bar

THE TIMES BUILDING
SUITE 317
1000 NORTH ASHLEY DRIVE
TAMPA, FLORIDA 33602-3719
Email: BillSmoakDHM@Verizon.Net

December 28, 2004

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

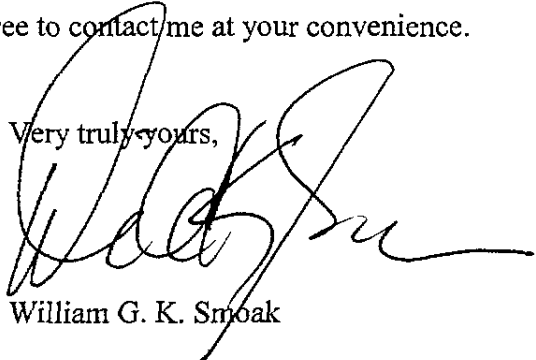
Re: McClain & Associate, P.A.
Article of Amendment

Dear Sir or Madam:

The enclosed Articles of Amendment to Articles of Incorporation are submitted for filing. Enclosed is a check in the amount of \$43.75 made payable to the Department of State for filing each the amendments and for a certified copy of the amendment.

Should you have any questions please feel free to contact me at your convenience.

Very truly yours,


William G. K. Smoak

Enclosure

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ARTICLES OF AMENDMENT

McClain & Associates, P.A., a professional association incorporated under the laws of the State of Florida, pursuant to the provisions of Section 607.066, Florida Statutes, adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the professional association is McClain & Associates, P.A.

Its current officer is:

David H. McClain, President
1000 N. Ashley Drive, Tampa, Florida 33602

SECOND:

Article I shall be deleted in its entirety and the following Article I shall be inserted:

ARTICLE I. NAME AND ADDRESS

The name of the professional association is McClain & Smoak, P.A. The mailing address and the address of the principal place of business of the professional association is 1000 N. Ashley Drive, Suite 317, Tampa, Florida 33602.

The officers and directors shall be:

David H. McClain, President, Treasurer, Director
1000 N. Ashley Drive, Suite 317, Tampa, Florida 33602

William G. K. Smoak, Vice-President, Secretary, Director
1000 N. Ashley Drive, Suite 317, Tampa, Florida 33602

THIRD:

Article IV shall be amended entirely to read as follows:

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of capital stock that the professional association is authorized to issue and have outstanding is 200 shares of common stock having a par value of \$1 per share. The professional corporation is not

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authorized to issue fractional shares of its common stock.

The professional corporation's Board of Directors shall determine the consideration to be received by the professional corporation for the issuance of each share of the professional corporation's common stock, which must have a value of not less than par value of the share and may consist of any tangible or intangible property or benefit to the professional corporation, including cash, promissory notes, services performed, other securities of the professional corporation, or promises to perform services for the professional corporation that are evidenced by a written contract, with a value in each case that, in the judgment of the board of directors, is adequate. The professional corporation has the right to purchase or otherwise acquire shares of its own common stock to the extent provided by law, its bylaws, or any agreement duly executed by the professional corporation.

The professional corporation shall not issue any shares of its capital stock to anyone who is not licensed to practice law in the State of Florida. A shareholder in the professional corporation shall not sell or transfer shares of the professional corporation to anyone who is ineligible to be a shareholder of the professional corporation, and any purported sale or transfer to an ineligible person will be invalid and ineffective as to the professional corporation and its shareholders.

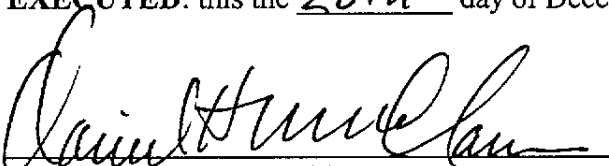
THIRD:

The foregoing amendments to the professional corporation's Articles of Incorporation were adopted and approved by the sole director and shareholder of the professional corporation on December 28, 2004.

FOURTH:

The foregoing amendments will become effective January 1, 2005.

EXECUTED: this the 28th day of December, 2004.


David H. McClain, President