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REPLY TO: Boca Raton

GARY J. DRUCKER
LISA BISAGNI
DAVID J. PASCUZZI
EDWARD S. HAMMEL
GARY W. KOVACS

April 9, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of Incorporation
of Smith-Gardner & Associates, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Amendment to Articles of Incorporation of Smith-Gardner & Associates, Inc.: together with this firm's check in the sum of \$87.50 for your filing fee and certified copy. Also enclosed is a self-addressed, stamped envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Steven G. Schwartz
Steven G. Schwartz

SGS/ajk
Enclosures

SIGNED IN MY ABSENCE
TO AVOID DELAY

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SMITH-GARDNER & ASSOCIATES, INC.**

Pursuant to the provisions of §§607.1003 of the Florida Business Corporation Act and applicable By-Laws, the undersigned corporation has adopted the following Amendment to its Articles of Incorporation:

1. Article III of the Corporation's Articles (Amended) of Incorporation is hereby amended by adding the following in Section D.5(g)(II) and elsewhere as applicable:


The corporation is authorized to have outstanding as stock options issued to, or in favor of officers, directors, employees, consultants or agents of the Corporation or upon the exercise of options or other rights issued to such officers, directors, employees, consultants or agents a total of 850,000 shares (the "Excluded Shares").

2. Except as hereby amended, the Articles (Amended) of Incorporation of the Corporation shall remain the same, including provisions contained in Article III as to conversion price per share of common stock.

3. Pursuant to §607.1003(6), this Amendment to the Articles of Incorporation was approved by the shareholders of the Corporation by written consent effective April 1, 1998. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Amendment as of the 1th day of April, 1998.

SMITH-GARDNER & ASSOCIATES, INC.

By: 
Gary G. Hegna, President

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