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BASIC AMENDMENT
SMITH-GARDNER & ASSOCIATES, INC.

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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 (the "Act"), the undersigned corporation (the "Corporation") has adopted the following Articles of Amendment to its Articles of Incorporation:

1. Article III of the Corporation's Articles of Incorporation is hereby amended by deleting the text of Section D.5(g)(II) in its entirety and substituting in its place the following:

"(II) **Sale of Common Stock.** In the event the Corporation shall at any time, or from time to time, issue, sell or exchange any shares of Common Stock (including shares held in the Corporation's treasury but excluding up to 2,350,000 shares of Common Stock issued to officers, directors, employees, consultants or agents of the Corporation upon the exercise of options or other rights issued to such officers, directors, employees, consultants or agents (the "Excluded Shares")), for a consideration per share less than the Conversion Price in effect immediately prior to the issuance, sale or exchange of such shares, then, and thereafter successively upon each such issuance, sale or exchange, the Conversion Price in effect immediately prior to the issuance, sale or exchange of such shares shall forthwith be reduced to an amount determined by multiplying such Conversion Price by a fraction:

(A) the numerator of which shall be (i) the number of shares of Common Stock of all classes outstanding immediately prior to the issuance of such additional shares of Common Stock (excluding treasury shares but including all shares of Common Stock issuable upon conversion or exercise of any outstanding Preferred Stock, options, warrants, rights or convertible securities (including the Convertible Debentures)), plus (ii) the number of shares of Common Stock which the net aggregate consideration received by the Corporation for the total number of such additional shares of Common Stock so issued would purchase at the Conversion Price (prior to adjustment), and

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(B) the denominator of which shall be (i) the number of shares of Common Stock of all classes outstanding immediately prior to the issuance of such additional shares of Common Stock (excluding treasury shares but including all shares of Common Stock issuable upon conversion or exercise of any outstanding Preferred Stock, options, warrants, rights or convertible securities (including the Convertible Debentures)), plus (ii) the number of such additional shares of Common Stock so issued."

2. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

3. Pursuant to §607.1003(6), this Amendment to the Articles of Incorporation was approved by the directors and shareholders of the Corporation by unanimous written consent effective January 27, 1999. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of this 27th day of January, 1999.

SMITH-GARDNER & ASSOCIATES, INC.

By 

Martin K. Weinbaum
Vice President - Finance