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LAW OFFICES

WILLIAM C. MCINTYRE, P.A.

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November 13, 2001

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*****43.75 *****43.75

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

Re: Articles of Amendment to Articles of Incorporation of
Smart Defensive Driving, Inc.

Dear Sirs:

You will find enclosed Articles of Amendment to Articles of Incorporation of Smart Defensive Driving, Inc., together with a check in the amount of \$43.75 for the filing fee and one certified copy. Please return the certified copy to me in the enclosed envelope. Thank you for your assistance.

Sincerely yours,



William C. McIntyre

WCM/cb
Enclosures

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
01 NOV 15 PM 12:14

N/C

V SHEPARD NOV 21 2001

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SMART DEFENSIVE DRIVING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV 15 PM 12:14

Pursuant to the provisions of Section 607.1006, Florida Statutes, SMART DEFENSIVE DRIVING, INC. ("Company") hereby adopts the following Articles of Amendment to its Articles of Incorporation:

First:

ARTICLE I - NAME

The name of the corporation shall be G. M. FIELDS, INC.

Second: The foregoing amendment was recommended by the Directors of the Company, and was approved by the shareholders of the Company on October 2, 2001.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 2nd day of October, 2001, for the purpose of amending the Articles of Incorporation of the Company.

SMART DEFENSIVE DRIVING, INC.

By: E. B. Bunt
Its V. Pres

Attest:

[Signature]
Assistant Secretary

STATE OF FLORIDA)
COUNTY OF MARTIN)

The foregoing instrument was acknowledged before me this 2nd day of October,
2001, by J.E. Bennett, as Vice President of SMART DEFENSIVE
DRIVING, INC., a Florida corporation, on behalf of the corporation. J.E. Bennett is
personally known to me.

Cathy J. Bartels

Printed name: Cathy J. Bartels

Notary Public, State of Florida

Commission No.:

My Commission Expires:



Cathy J. Bartels
Commission # CG 860177
Expires Sep. 23, 2003
Bonded Thru
Atlantic Bonding Co., Inc.