



THE UNITED STATES
CORPORATION
COMPANY

P96000086536

ACCOUNT NO. : 072100000032

REFERENCE : 961161 82866A

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 35.00

ORDER DATE : September 14, 1998

ORDER TIME : 12:20 PM

ORDER NO. : 961161-005

CUSTOMER NO: 82866A

500002639895--3

CUSTOMER: Ms. Lee Tranford
Clark & Campbell, P.a.
Post Office Box 6559

Lakeland, FL 33807-6559

DOMESTIC AMENDMENT FILING

NAME: SM PARTNERS GROUP I, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY

XX PLAIN STAMPED COPY

 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
98 SEP 15 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 SEP 15 PM 1:09
DIVISION OF CORPORATION
9/21



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 16, 1998

CSC
TAMARA ODOM
TALLAHASSEE, FL

SUBJECT: SM PARTNERS GROUP I, INC.
Ref. Number: P96000086536

RESUBMIT

Please give original
submission date as file date.

We have received your document for SM PARTNERS GROUP I, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 798A00046816

RECEIVED
98 SEP 18 PM 3:23
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDMENT TO THE ARTICLES OF INCORPORATION
FOR SM PARTNERS GROUP I, INC.

FILED
98 SEP 15 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of SM PARTNERS GROUP I, INC., a Florida corporation, and the keeper of the records and corporate seal of said corporation. The following is a true and correct copy of Amendments to the Articles of Incorporation which were approved by the Board of Directors, proposed to the shareholders and approved at a shareholder meeting by a majority of the stockholders entitled to vote at said meeting, and the number of votes cast by the shareholders was sufficient for approval, on the 22nd day of July, 1998.

BE IT RESOLVED that the following Articles of Incorporation for SM Partners Group I, Inc. have been amended to read as follows:

ARTICLE VII- REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 3240 Galloway Road, Lakeland, Florida, and the registered agent of this corporation at that address is E. Wayne Jenkins.

ARTICLE VIII- INITIAL PRINCIPLE OFFICE

The address of the initial principal place of business and the initial mailing address of the corporation is:

Post Office Box 2784, Lakeland, Florida 33806-2784

ARTICLE IX- BOARD OF DIRECTORS

The corporation shall have two (2) directors. The number of directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than two (2). The names and addresses of the directors of this corporation are:

ROBERT F. HARPER IV	Post Office Box 2784 Lakeland, Florida 33806-2784
---------------------	--

E. WAYNE JENKINS	Post Office Box 2784 Lakeland, Florida 33806-2784
------------------	--

ARTICLE XVI-RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued to the following persons in the amount set forth opposite the name:

ROBERT F. HARPER, IV
E. WAYNE JENKINS

375 Shares
375 Shares

EXECUTED by the undersigned as Secretary for SM Partners Group I, Inc., a Florida corporation, in Lakeland, Florida, on this the 22^d day of July, 1998.

SM PARTNERS GROUP I, INC., a Florida corporation

By: 

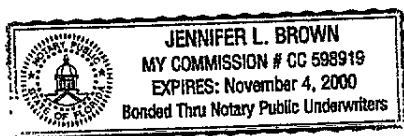
Robert F. Harper, IV, its Secretary

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me personally, an officer duly authorized in the State and County aforesaid to take acknowledgments, by Robert F. Harper, IV, the Secretary of SM Partners Group I, Inc., a Florida corporation, to me personally known or known to me by evidence of identification of _____ to be the person(s) described in and who executed the foregoing instrument and who did not take an oath.


NOTARY PUBLIC

My Commission Expires:

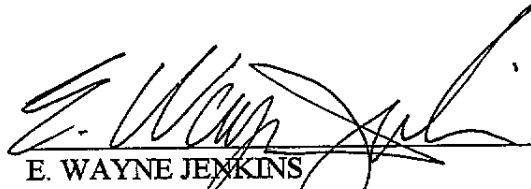


J:\HARPER\AZALEA.GRP\AMEND.ART

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That SM PARTNERS GROUP I, INC., organized under the laws of the State of Florida, with its principal office, as indicated in the Amendment to the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named E. Wayne Jenkins located at Lakeland, Polk County, Florida, as its agent to accept service of process within this state.


E. WAYNE JENKINS
President, SM PARTNERS GROUP I, INC.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office. I am familiar with and accept the obligations of Florida Statutes § 607.0505, a copy of which has been received on this 22d day of July, 1998.


E. WAYNE JENKINS
Registered Agent