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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

SMI of Brooksville Inc.

Amend

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ARTICLES ONLY

ALL CHARTER DOCUMENTS

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TALLAHASSEE, FLORIDA

NEW FILINGS	
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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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ARTICLES OF AMENDMENT

SMI OF BROOKSVILLE, INC.

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SMI of Brooksville, Inc., a corporation existing pursuant to the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby, pursuant to Section 607.1006, gives notice of amendment to its Articles of Incorporation by setting forth two amendments as followings:

ARTICLE II (1.)

FROM - "Ownership and operation of boat towing business and family affairs."

TO - "To pursue all lawful business, including operating as a real estate broker."

ARTICLE V

FROM - "The initial address of the principal office of this Corporation is: 21445 Lake Lindsay, Brooksville, Florida 34601. The board of directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit."

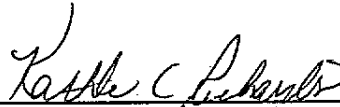
TO - The address of the principal office of this Corporation is 7281 Sunshine Grove Road, Brooksville, Florida 34613. The board of directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit."

The amendments were adopted on the 26th day of January

Articles of Amendment
SMI of Brooksville, Inc.
Page 2 of 2

1998 by the board of directors without shareholder action and shareholder action was not required.

The undersigned director approves of the amendments and has executed this Articles of Amendment on this 26th day of January, 1998.



Kathleen C. Richardson
as Director

KATHLEEN C. RICHARDSON
Name (Printed)