CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222	0097558
SMA of Lakeland, Inc.	
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF <u>SMA OF LAKELAND, INC.</u>

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the abovenamed Corporation are hereby amended as follows:

1. Article IV is hereby amended to read as follows:

"The purpose of the corporation shall be limited to owning and operating the real property described in Exhibit "A" attached hereto (the "property"). The corporation shall be prohibited from incurring indebtedness of any kind except (a) first mortgage loan from First Union National Bank, as such loan may be modified or amended; and (b) liabilities in the ordinary course of business relating to the ownership and operation of the property."

2. Article XIII is hereby included in the Articles of Incorporation.

"ARTICLE XIII - Internal Affairs of the Corporation

The following provisions regulate the internal affairs of the corporation:

1. For so long as that certain first mortgage loan between First Union National Bank, and the corporation (the "Loan") is outstanding, the corporation shall not:

A. amend the Articles of Incorporation;

B. engage in any business activity other than as set forth in Article IV; or

C. dissolve, liquidate, consolidate, merge, or sell all or substantially all of the corporation's assets.

3. The amendment was approved by the unanimous consent of the shareholders.

IN WITNESS WHEREOF, we, the undersigned sole incorporators, have executed these Articles of Amendment, this and day of August, 1999.

S. DOUGLAS MCKEEL, Director

SETH D. MCKEEL, JR., Director

STATE OF FLORIDA COUNTY OF POLK

The foregoing instrument was acknowledged before me this And day of August, 1999, by S. DOUGLAS MCKEEL and SETH D. MCKEEL, the sole members of the Board of Directors of SMA OF LAKELAND, INC., a Florida corporation, for and on behalf of the corporation.

(Notary Seal)

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