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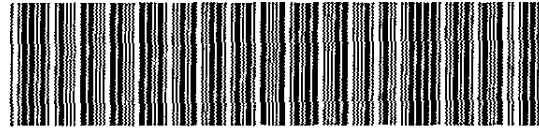
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SMITH, ANDREWS, & BRADY, P.A.

JAMES H. SMITH*
DANA G. ANDREWS*
JOHN G. BRADY*
BENJAMIN A. WINTER
KATHY LEPESHA COLLINS
SCOTT F. ELDRIDGE

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* BOARD CERTIFIED IN
WORKERS COMPENSATION

February 21, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Smith Andrews & Brady, P.A. Corporate Name Change

Dear Sir/Madam:

Enclosed please find the original First Amendment to Articles of Incorporation and a copy of the Joint Resolution of the Board of Directors and Stockholders. Please date stamp the copy of the executed Articles and return to me in the self-addressed, stamped envelope enclosed for your convenience.

Thank you for your attention to this matter. If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,
5/ JAMES H. SMITH;
James H. Smith

JHS/eag/1
Enclosure

Signed in my absence for
avoid delay in mailing.

**FIRST AMENDMENT TO ARTICLES OF INCORPORATION
OF SMITH ANDREWS & BRADY, P.A.**

WHEREAS, the right to amend the articles of incorporation ("the Articles") of Smith Andrews & Brady, P.A. ("the Corporation"), a Florida corporation, is conferred by Florida Statute Section 607.1001 and was reserved by the Corporation pursuant to Article XII of the Articles; and

WHEREAS, the amendment hereinafter set forth has been adopted with the consent of, and was approved by, all of the stockholders of the Corporation and all of the members of the Board of Directors of the Corporation.

NOW, THEREFORE, the Articles are hereby amended by deleting Article I in its entirety, and by substituting in lieu thereof the following Article I:

ARTICLE I

Name

The name of the Corporation shall be: Smith, Andrews, Brady & Winter, P.A.

IN WITNESS WHEREOF, the undersigned persons have executed this First Amendment to Articles of Incorporation on the date or dates set forth below, to be effective for all purposes as of the date of filing by the Florida Department of State.

Smith Andrews & Brady, P.A.

By: _____

James H. Smith, as its President

Date: _____

2/19/03

James H. Smith, as Stockholder and Director

Date: _____

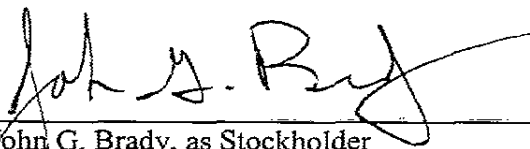
2/19/03

Dana G. Andrews, as Stockholder

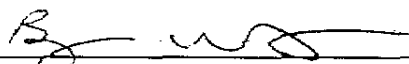
Date: _____

2/19/03

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TALLAHASSEE, FLORIDA



John G. Brady, as Stockholder
Date: 2/19/03



Benjamin A. Winter, as Stockholder
Date: 2/19/03

**JOINT RESOLUTION OF THE BOARD OF DIRECTORS
AND STOCKHOLDERS OF SMITH ANDREWS & BRADY, P.A.
REGARDING AMENDMENT OF ARTICLES OF INCORPORATION**

The undersigned persons, being all of the stockholders of, and being all of the members of the Board of Directors of, Smith Andrews & Brady, P.A. ("the Corporation"), a corporation organized and existing under the laws of the State of Florida, do hereby adopt the resolutions hereinbelow by unanimous written consent, pursuant to the provisions of Florida law.

RESOLVED, due to the admission of Benjamin A. Winter as a stockholder of the Corporation, it is advisable and in the best interest of the Corporation to amend its articles of incorporation in accordance with that certain First Amendment to Articles of Incorporation of Smith Andrews & Brady, P.A. ("the Amendment").

RESOLVED FURTHER, the Amendment is hereby approved and adopted in all respects to be effective as of the date set forth therein, and the Amendment is hereby incorporated by reference as if set forth verbatim herein.

IN WITNESS WHEREOF, the undersigned persons have executed this Corporate Resolution on the date or dates set forth hereinbelow, to be effective for all purposes as of the effective date set forth in the Amendment.


James H. Smith, as Stockholder and as Director

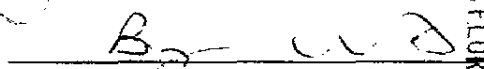
Date: 2/19


Dana G. Andrews, as Stockholder

Date: 2/19


John G. Brady, as Stockholder

Date: 2/19/03


Benjamin A. Winter, as Stockholder

Date: 2/19

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