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CORPORATION(S) NAME

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S.M.R.T. of Florida, Inc.

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DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

S.M.R.T. OF FLORIDA, INC.

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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article VII - is amended to read as follows:

This Corporation shall have eleven (11) Directors. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The names of each member of the Board of Directors is:

| | |
|-----------------------|--------------------|
| Paul S. Stevens | Dennis V. Jud |
| Richard A. Bilodeau | Scott L. Benson |
| Arthur P. Thompson | Janet L. Hansen |
| Michael A. Cunningham | Philip F. Kaminsky |
| Ellen L. Belknap | Ian A. MacDonald |
| Richard A. Kowalski | |

Article X - is added as follows:

The name of each Officer with his or her office is:

| | |
|---------------------|-----------|
| Paul S. Stevens | President |
| Richard A. Bilodeau | Treasurer |
| Philip F. Kaminsky | Secretary |

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption is September 9, 1998.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____."
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 11th day of September, 1998.

Signature _____

Paul S. Stevens, President