

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Scott R. Smith Environmental Management Consultants, Inc.		02/13/2004	CORPORATION: KENTUCKY

RECEIVING PARTY DATA

Name:	Smith Management Group, Inc.
Street Address:	1405 Mercer Road
City:	Lexington
State/Country:	KENTUCKY
Postal Code:	40511
Entity Type:	CORPORATION: KENTUCKY

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2827589	SMG
Registration Number:	2584057	SMITH MANAGEMENT GROUP

CORRESPONDENCE DATA

Fax Number: (502)540-2136
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 5025884036
 Email: mgo@gdm.com
 Correspondent Name: Matthew G. Owen
 Address Line 1: 101 South Fifth Street
 Address Line 2: 3500 National City Tower
 Address Line 4: Louisville, KENTUCKY 40202

ATTORNEY DOCKET NUMBER:	034960.059742
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NAME OF SUBMITTER:	Matthew G. Owen
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Total Attachments: 2
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF**

SCOTT R. SMITH ENVIRONMENTAL MANAGEMENT CONSULTANTS, INC.

Pursuant to KRS 271B.10-060, the undersigned hereby submits these Articles of Amendment to the Articles of Incorporation of **Scott R. Smith Environmental Management Consultants, Inc.** (the "Corporation") and states as follows:

FIRST: The name of the corporation is **Scott R. Smith Environmental Management Consultants, Inc.**

SECOND: The following amendments to the Articles of Incorporation of the Corporation were adopted by the shareholders of the corporation on February 13, 2004 in the manner prescribed by the Kentucky Business Corporation Act:

Articles I, V, VI and VII of the Corporation's Articles of Incorporation have been amended as follows:

The original Articles V and VI have been amended to delete such articles in their entirety.

The original Article I has been amended to read as follows:

Article I

Name

The name of the corporation is Smith Management Group, Inc.

The original Article VII has been amended to read as follows:

Article VII

Capital Stock

The number of shares the corporation is authorized to issue is 2000 shares, all of which shall be common shares without par value. 1000 of the common shares shall be voting shares and the remaining 1000 shares shall be nonvoting. The common shares shall share equally in any dividends declared and paid and shall be entitled to receive the net assets of the corporation upon dissolution.

THIRD:

The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendments, and number of votes of each voting group indisputably represented at the meeting of shareholders, were as follows:

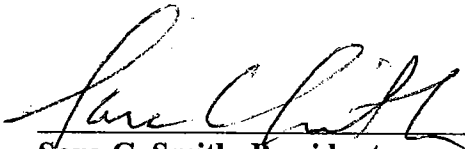
Designation of Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at Meeting
Common	1000	1000	1000

FOURTH: The total number of votes cast by each voting group entitled to vote separately thereon for and against such amendment, respectively, was:

Voting Group	Number of Votes Cast	
	For	Against
Common	1000	0

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on this the 13th day of February, 2004.

**SCOTT R. SMITH ENVIRONMENTAL
MANAGEMENT CONSULTANTS, INC.**

By: 
Sara G. Smith, President