

# 341815

January 20, 2000

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-01/21/00--01090--015  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

**VIA OVERNIGHT MAIL**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

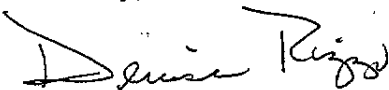
Re: Raymond James & Associates, Inc. - Corp No. 341815  
Roney Capital Corporation

To Whom It May Concern:

Enclosed please find Amendment to Articles and Amended Plan of Merger for the referenced entity. A check in the amount of \$43.75 is also enclosed for filing fees and one certified copy.

If you have any questions, please contact me.

Sincerely,



Denise Rizzo, CLA  
Certified Legal Assistant

*Amend to  
Articles of  
merger*

FILED  
00 JAN 21 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

S. PAYNE JAN 31 2000

**RAYMOND JAMES**  
FINANCIAL, INC.

RAYMOND JAMES FINANCIAL CENTER LEGAL DEPARTMENT  
880 Carillon Parkway P.O. Box 12749 St. Petersburg, Florida 33733-2749  
Writer's Direct Dial: (727) 573-3800 ext. 15188 FAX (727) 573-8053 email: drizzo@legal.rjf.com

AMENDMENT TO  
ARTICLES OF MERGER

FILED

00 JAN 21 PM 3:10

Between

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RAYMOND JAMES & ASSOCIATES, INC.  
A Florida Corporation

And

RONY CAPITAL CORPORATION, INC.  
A Michigan Corporation

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporations adopt the following Amendment to their Articles of Merger filed September 29, 1999.

FIRST: These Amended Articles of Merger are hereby entered into this 17<sup>th</sup> day of December, 1999, between Raymond James & Associates, Inc., the surviving corporation, and Roney Capital Corporation, Inc. the absorbed corporation.

SECOND: The third paragraph is amended to read as follows:

As to each of the undersigned corporations, the number of shares outstanding and the designation and number of the shares of each class entitled to vote as a class, are as follows:

RJA	-	1,163,400 Shares issued
Roney Capital	-	20,000 Shares issued

THIRD: The fourth paragraph is amended to read as follows:

As to each corporation, the total number of shares which voted for and/or against the Plan of Merger, respectively, is as follows:

<u>Corporation</u>	<u>Total</u>	<u>For</u>	<u>Against</u>	<u>Class</u>
RJA	1,063,400	1,063,400	0	Common
Roney Capital	20,000	20,000	0	Common

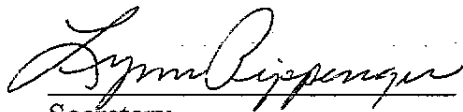
RAYMOND JAMES & ASSOCIATES, INC.

By:

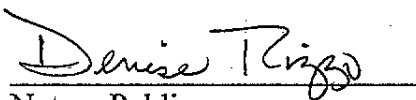


THOMAS S. FRANKE  
PRESIDENT

Attest:

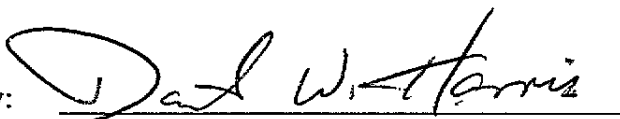
  
Secretary

Before me, the undersigned authority, personally appeared Thomas S. Franke, the President of Raymond James & Associates, Inc. and who, after being duly sworn, states that he is authorized to sign the Articles of Merger between Raymond James & Associates, Inc. and Roney Capital Corporation, Inc., and that he signed the same on behalf of Raymond James & Associates, Inc. in his capacity as President.

  
Notary Public

DENISE RIZZO  
Notary Public, State of Florida  
My Comm. Expires Dec. 3, 2000  
No. CC603092

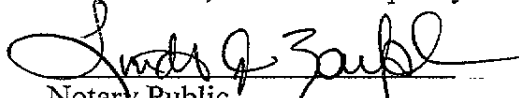
RONEY CAPITAL CORPORATION, INC.

By:   
DAVID W. HARRIS  
PRESIDENT

Attest:

  
Secretary

Before me, the undersigned authority, personally appeared David W. Harris, the President of Roney Capital Corporation, Inc. and who, after being duly sworn, states that he is authorized to sign the Articles of Merger between Raymond James & Associates, Inc. and Roney Capital Corporation, Inc., and that he signed the same on behalf of Roney Capital Corporation, Inc. in his capacity as President.

  
Notary Public

LINDA J. ZOUFAL  
Notary Public, Wayne County, Michigan  
My Commission Expires June 13, 2004