

341815

January 20, 2000

VIA OVERNIGHT MAIL

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

800003106758-2
-01/21/00--01090--014
*****43.75 *****43.75

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

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

Enclosures

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

*Amend to
merger
filed 2/28/99*

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

S. PAYNE JAN 31 2000

**AMENDMENT TO
ARTICLES OF MERGER**

FILED

Between

00 JAN 21 PM 3:10

**RAYMOND JAMES & ASSOCIATES, INC.
A Florida Corporation**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

And

**RONEY & CO., INC.
A Delaware Corporation**

Pursuant to the provisions of Chapter 607, the undersigned corporations adopt the following Articles Amendment to their Articles of Merger filed September 28, 1999.

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

SECOND: 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	100	100	0	Common

RAYMOND JAMES & ASSOCIATES, INC.

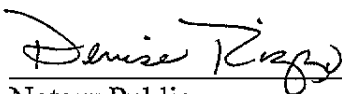
By: 

**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 & Co., 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 7, 2006
No. 013802090

RONEY & CO., INC.

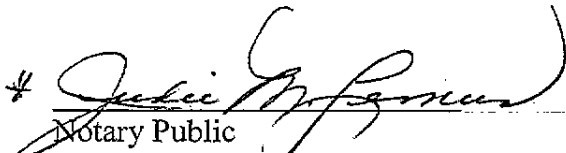
By:


WILLIAM C. RONEY, III
CHAIRMAN

Attest:


Secretary

Before me, the undersigned authority, personally appeared William C. Roney, III, the President of Roney & Co., 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 & Co., Inc., and that he signed the same on behalf of Roney & Co., Inc. in his capacity as Chairman.

* 
Notary Public

JUDIE M. LEMUS
Notary Public, Wayne County, Michigan
My Commission Expires June 12, 2003