

341815

January 20, 2000

VIA OVERNIGHT MAIL

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

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

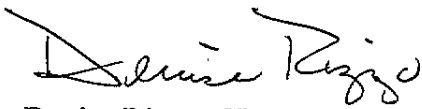
Re: Raymond James & Associates, Inc. - Corp No. 341815  
Roney & Co.

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 17<sup>th</sup> 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:

*Lynn Pippenger*  
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.

*Denise Mizzi*  
Notary Public

DENISE MIZZI  
Notary Public, State of Florida  
My Comm. Expires Dec 7, 2006  
No. 07302090

RONEY & CO., INC.

By: *William C. Roney, III*  
WILLIAM C. RONEY, III  
CHAIRMAN

Attest:  
*Mark A. Caldwell*  
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.

\* *Judie M. Lemus*  
Notary Public

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