

444 750

March 2, 1998

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

ATTN: Amendment Section

You will find enclosed the required documentation for filing an Amendment to the Articles of Incorporation for **Raymond James Financial, Inc.**, 880 Carillon Parkway, St. Petersburg, Florida, 33716.

I am also enclosing a check in the amount of \$96.25. This is to cover the cost for the following items:

- | | | |
|----|---------------------------------|---------|
| 1. | Filing fee for amendment | \$35.00 |
| 2. | Certified copy of the amendment | \$52.50 |
| 3. | Certificate of Status | \$ 8.75 |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

Please contact me at (813) 570-3800, extension 4002, if you have any questions or need additional information.

Very truly yours,


Grace M. Palsha
Assistant Secretary

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Raymond James Financial, Inc.
(present name)

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 IV
Stock Clause

Shares Authorized. The aggregate number of shares of stock which this Corporation shall have authority to issue shall be one hundred million (100,000,000) shares of common stock, each with a par value of one cent (\$.01) and ten million (10,000,000) shares of preferred stock, each with a par value of ten cents (\$.10).

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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:

THIRD: The date of each amendment's adoption: February 12, 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 2nd day of March, 19 98

Signature

Barry S. Augenbraun
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

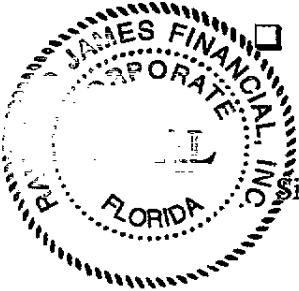
OR

(By an incorporator if adopted by the incorporators)

Barry Augenbraun - Sec.

Typed or printed name

Title



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AND
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