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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
BROWDY & BROWDY, INC.**

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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
BROWDY & BROWDY, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, pursuant to a consent meeting of all of the shareholders and the members of the Board of Directors held on June 30, 2011.

1. The date of filing the Articles of Incorporation was July 18, 1975 and Florida document number 480491 was assigned to such filing.

2. Article III is deleted in its entirety and the following is substituted in lieu thereof:

**"ARTICLE III**

The aggregate number of shares which this Corporation is authorized to issue is 6000 shares of stock. Of such shares, 5000 shall be common stock and 1000 shall be preferred stock. Each share of common stock shall have a par value of \$1.00. Each share of preferred stock shall have a par value of \$1,000.00. The preferred stock shall have preference in distribution and dividends.

The preferred stock shall be cumulative preferred stock and shall be entitled to receive dividends at the rate of 1.5% per annum, cumulative, on par value, payable quarterly out of the earnings of the corporation, and in preference to any dividends upon the common stock, and no cash dividends shall be paid upon the common stock if the payment of dividends on the preferred stock shall be in arrears. Such preferred stock shall have no voting rights. In case of the liquidation or dissolution of the Corporation, the holders of such preferred stock shall be entitled to be paid in full, both the par value of such shares and any dividends accrued but unpaid, before any amount shall be paid to the owners of the common stock, such latter class of stock being designated junior to the preferred stock. The shares of preferred stock shall not be subject to conversion into any other securities of the Corporation. The shares of preferred stock are subject to call at any time by the Corporation, and may be put to the Corporation, in whole or in part, and payment of the par value thereof and accrued dividends shall be then made. While such preferred stock is outstanding, no cash dividends will be paid by the Corporation on any stock ranking junior to said preferred stock, nor will any of such stock ranking junior be purchased, redeemed, or retired by the Corporation. None of the foregoing provisions relating to the preferred stock may be modified or waived without the consent of the holders of all of the outstanding preferred stock."

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3. In all other respects, except as specifically changed and modified in these Articles of Amendment to the Articles of Incorporation, all of the provisions contained in the Articles of Incorporation of Browdy & Browdy, Inc., and as otherwise previously amended, shall be and remain the same.

Executed by the undersigned this 30<sup>th</sup> day of June, 2011.



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Michael N. Schneider  
Authorized Representative

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