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SECRETARY OF STATE
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**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
MARKS GRAY, P.A.**

At a meeting of all shareholders of the Corporation held on December 10, 2012, the following amendment to the Articles of Incorporation of MARKS GRAY, P.A. was adopted effective on January 1, 2013. Article III is superseded and replaced by the following. The Articles of Incorporation shall remain the same in every other respect:

ARTICLE III - CAPITAL STOCK

(a) The Corporation is authorized to issue two hundred thousand (200,000) shares of common stock having a par value of Ten Cents (\$.10) per share, which shall be designated as "Common Shares". Without action by the shareholders, any or all of the authorized shares may be issued by the Corporation from time to time for consideration as fixed by the Board of Directors of the Corporation.

(b) Each of the Common Shares of stock shall entitle the holder to one (1) vote at any meeting of the shareholders on all matters to come before the shareholders, except when the shareholder has given notice of termination of employment with the Corporation and the issue for determination is the liquidation or dissolution of the Corporation. All or any part of Common Shares may be paid for in cash, in property or in labor or services at a fair valuation to be filed by the Board of Directors at a meeting called for this purpose. All Common Shares when issued shall be paid for and shall be non-assessable.

(c) The Corporation is further authorized to issue one hundred thousand (100,000) shares of Series A Non-Equity Stock, which shares shall be designated as "Non- Equity Shares". Each share of Series A Non-Equity Stock entitles the holder to one (1) vote on all matters to come before the shareholders of the Corporation other than:

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(i) Election or removal of Directors, Officers and Management Committee members of the Corporation;

(ii) Purchase, sale or issuance of shares of stock of the Corporation, and admission of shareholders to the Corporation;

(iii) Compensation of any shareholders of the Corporation;

(iv) Amendments to the Articles of Incorporation;

(v) Merger, consolidation or share exchange involving the Corporation;

(vi) Sale, exchange or lease of all or a portion of the Corporation's assets;

(vii) Dissolution or liquidation of Corporation;

(viii) Termination of employment of a shareholder; and

(ix) Any other matters in the sole discretion of the holders of Common Shares.

(d) Holders of Non-Equity Shares shall otherwise be entitled to all of the rights or privileges of holders of Common Shares, except as follows: (1) they shall not share in any profits of the Corporation, (2) their compensation and benefits shall be determined in the sole discretion of the Board of Directors entitled to vote, and (3) upon sale or dissolution of the Corporation, they shall have no right to distribution of net proceeds, liquidations, dividends, distributions, earnings, profits, capital surplus or assets.

(e) All stock of any class of the Corporation shall be redeemable by the Corporation at the election of the Corporation's Board of Directors upon consideration of (A) a merger, consolidation or share exchange involving the Corporation; (B) the sale, exchange or lease of all or substantially all of the Corporation's assets; or (C) the dissolution or liquidation of the Corporation.

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(f) In the election of Directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at the election.

(g) No holder of stock of the Corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the Corporation, whether now or later authorized.

(h) All shares of stock of any class may be issued and disposed of or sold by the Board of Directors on the terms and for consideration, so far as they may be permitted by law, and to persons who are qualified to be shareholders as provided in subparagraph (i) of this Articles as the Board of Directors may determine.

(i) Each shareholder must be duly licensed or otherwise legally authorized to practice law in the State of Florida.

IN WITNESS WHEREOF, the President and Secretary of this Corporation have executed these Articles of Amendment, this 12th day of December, 2012.

Gerald W. Weedon
Gerald W. Weedon, President

S. Erdelyi
Susan S. Erdelyi, Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The above instrument was acknowledged before me this 12th day of December, 2012, by Gerald W. Weedon and Susan S. Erdelyi, President and Secretary, respectively, of MARKS GRAY, P.A., on behalf of the Corporation. They are personally known to me.

[Signature]
Notary Public, State of Florida



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CERTIFICATE OF ADOPTION

This amendment to the Articles of Incorporation was adopted on December 10, 2012 by approval of all of the shareholders of this Corporation who were entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the shareholders.



Susan S. Erdelyi, Secretary

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