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**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE ARTICLES OF INCORPORATION OF
SMITH HULSEY & BUSEY, PROFESSIONAL ASSOCIATION**

A. The name of this Corporation is Smith Hulsey & Busey, Professional Association.

B. The Class B Capital Shareholders of this Corporation voted on June 10, 2011, to amend and restate the Articles of Incorporation of this Corporation in their entirety, so that after amendment, the Articles of Incorporation of this Corporation shall read as follows:

ARTICLE I - NAME

The name of the Corporation is Smith Hulsey & Busey, Professional Association. The mailing address of the Corporation shall be 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of the provision of legal services and transacting any and all lawful business not prohibited by Chapter 621, Florida Statutes, as amended, or any other statute that succeeds Chapter 621, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue capital stock as follows:

(a) **Class A Non-Capital Common Stock.**

(1) 7,500 shares of Class A Non-Capital Stock, par value \$1.00 per share.

(2) The Class A Non-Capital Common Stock shall possess no right to distribution of dividends, earnings, profits, capital surplus or assets upon liquidation, dissolution or otherwise except to extent of par value.

(3) The Class A Non-Capital Common Stock shall be redeemable at any time by the Corporation at par value at the election of the Corporation's Board of Directors upon consideration of (i) (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; or (ii) upon a Class A shareholder's death or termination of a Class shareholder's employment with the Corporation.

(4) Each share of Class A Non-Capital Common Stock entitles the holder to one vote on all matters to come before the shareholders of the Corporation other than:

(i) Election or removal of members of the Board of Directors;

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- (ii) Authorization of issuance of shares of Class B Capital Common Stock;
- (iii) Merger, consolidation or share exchange involving the Corporation;
- (iv) Sale, exchange or lease of all or a portion of the Corporation's assets;
- (v) Dissolution or liquidation of Corporation; or
- (vi) Termination of employment of a shareholder.

(b) Class B Capital Common Stock.

(1) 50,000 shares, par value \$1.00 per share.

(2) Each share of Class B Common Stock entitles the holder to one vote 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.

ARTICLE V - AMENDMENT TO ARTICLES OF INCORPORATION

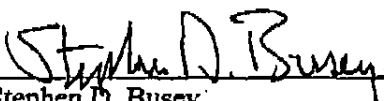
Any amendment to these Articles of Incorporation shall require the affirmative vote of the holders of either (i) a majority of the Class A Non-Capital Common Stock and Class B Capital Common Stock voting together and a two-thirds majority of the Class B Capital Common Stock voting separately as a class or (ii) a three-fourths majority of the Class B Capital Common Stock voting separately as a class.

C. The shareholders of this Corporation were entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the shareholders.

IN WITNESS WHEREOF, Smith Hulsey & Busey, Professional Association, has caused these Articles of Amendment of the Articles of Incorporation to be signed in its name by its President this 16th day of June, 2011.

**SMITH HULSEY & BUSEY,
PROFESSIONAL ASSOCIATION**

By:


Stephen D. Busey
President

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