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THE REGENCY GROUP, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE REGENCY GROUP, INC.
(Document No. F40831)**

Articles of Incorporation were filed for this Corporation on August 17, 1981, effective August 10, 1981 under the name Stein Properties, Inc. Pursuant to Sections 607.1001, 607.1003, 607.1004 and 607.1006, Florida Business Corporation Act, an amendment to Article IV, Section 4.1 of the Articles of Incorporation, as amended from time to time, was approved by joint unanimous written consent of the Board of Directors and the shareholders of the Corporation owning a majority of the corporation's outstanding voting stock effective December 29, 2008. The proposed amendment was approved by (i) holders of a majority of the voting Common Stock of the Corporation voting as a group and (ii) holders of a majority of the Voting Preferred Stock of the Corporation voting as a group. The number of votes cast by each such voting group was sufficient for approval by each voting group.

Article IV, Section 4.1 of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"Article IV

Section 4.1. Authorized Capital. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 3,000,000 shares divided into classes as follows:

- (a) 2,000,000 shares of Class A Voting Common Stock, having a par value of \$.01 per share, each share having one vote per share; and
- (b) 1,000,000 shares of Class B Voting Common Stock, having a par value of \$.01 per share, each share having 2.6180542 votes per share.

Unless otherwise provided by law and except with respect to voting rights, the rights of the Class A Voting Common Stock and the Class B Voting Common Stock shall be identical. Without in any way limiting the foregoing, the holders of Class B Voting Common Stock shall be entitled to receive the same notice of meetings of stockholders which is given to the holders of Class A Voting Common Stock and shall have the right to attend all meetings of shareholders. All stock, when issued, shall be fully paid and nonassessable."

This amendment shall be effective upon filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned President of The Regency Group, Inc. has executed these Articles of Amendment this 29 day of December, 2008.



Robert L. Stein, President

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