

H89722

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CORP DIRECT AGENTS

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

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Amendment

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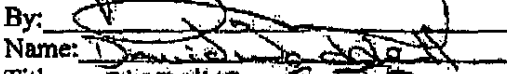
**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WADDELL & ASSOCIATES, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this *Florida Profit Corporation* ("Corporation") hereby adopts the following Articles of Amendment to Articles of Incorporation of the Corporation:

1. The document number of the Corporation is: H89722.
2. Article III, Section 1 of the Articles of Incorporation is amended to change the total number of common shares of capital stock authorized by the Corporation to be issued is Two Hundred Thousand (200,000) shares having a \$0.01 par value per share.
3. The amendment was duly adopted on September 21, 2010.
4. The Articles of Amendment are to be effective September 21, 2010.
5. The amendment was adopted by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated: 9/22/10, 2010.

WADDELL & ASSOCIATES, INC.

By: 
Name: Daniel J. Waddell
Title: CEO

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