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ROSS,

P.A.

(813)

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Division of Corporations

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OR
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CALTON & ASSOCIATES, INC.

(Florida Division of Corporations Document Number J94063)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, CALTON & ASSOCIATES, INC., a Florida for profit corporation, adopts the following amendment to its Articles of Incorporation:

FIRST: Article IV of CALTON & ASSOCIATES, INC.'s Articles of Incorporation is amended by deleting the present form of Article IV in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE IV
Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 75,000,000 shares of common stock, consisting of 37,500,000 shares of Class A common stock and 37,500,000 shares of Class B common stock, each with no par value. Each share of issued and outstanding Class A common stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders have the right to vote and to fully participate in shareholder meetings. Each share of Class B common stock shall not have the right to vote on such matters or to participate in shareholder meetings. All shares of common stock, both Class A and Class B, shall entitle the holder thereof to share ratably in the net assets of the corporation upon liquidation or dissolution."

SECOND: The date of the amendment adoption is November 13, 2012.

THIRD: The amendment was proposed and recommended by the board of directors and approved by the shareholders, pursuant to the provisions of section 607.1003, Florida Statutes. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to the Articles of Incorporation to be duly executed by the signature of its President as of this 13th day of November, 2012 to be effective upon filing.

CALTON & ASSOCIATES, INC.

By: 

Dwayne K. Calton, President