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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -1 PM 2:17

ACCOUNT NO. : 072100000032  
REFERENCE : 764207 4351A  
AUTHORIZATION : *Kurt Halverson*  
COST LIMIT : \$ 87.50

ORDER DATE : April 1, 1998

ORDER TIME : 10:07 AM

ORDER NO. : 764207-010

CUSTOMER NO: 4351A

300002475163--5

CUSTOMER: Ms. Donna M. Pappas  
Heinrich Gordon Hargrove Weihe  
Suite 206  
140 Royal Palm Way  
Palm Beach, FL 33480

DOMESTIC AMENDMENT FILING

NAME: GRAHAM FINANCIAL SERVICES  
CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED  
98 APR -1 AM 11:42  
DIVISION OF CORPORATION

*CC*  
*Amend.*  
*4-1-98*

## ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of Graham Financial Services Corp., a Florida corporation, filed in Tallahassee on August 17, 1989, and the subsequent amendments thereto, be and they hereby are amended in the following particulars:

**Paragraph 4 is hereby deleted in its entirety**

and REPLACED WITH THE FOLLOWING:

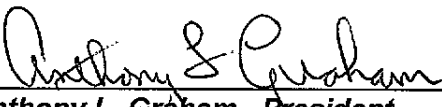
***"The Capital Stock of the Company shall consist of two (2) classes of Common Stock, Class A Voting Common Stock and Class B Non-Voting Common Stock, and one (1) class of Non-Voting Preferred Stock, Class A Non-Voting Preferred Stock.***

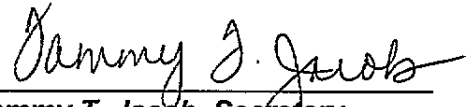
***(1) The aggregate number Class A Voting Common shares which this corporation shall have authority to issue is 100,000 shares of common voting stock at \$.01 (one cent) par value per share. Such Class A Voting Common shares shall be registered on the books and records of the company as issued shares, evidenced by the issuance of a share certificate.***

***(2) The company is further authorized, from time to time, to issue up to 1,000,000 shares of Class B, Non-Voting, Common Stock, at \$1.00 (one dollar) par value per share, redeemable from time to time at the Company's option, upon such terms and conditions as the Company may establish, including, but not limited to, the subscription or offering price, redemption price, rate of interest or dividend, issuance and registration as Book Entry Registered Stock, or by Stock Certificate, as the case may be, or other features as the Directors may establish. In no case shall such shares of Class B Non Voting Common Stock have any convertibility features into any other class of Common or Preferred Stock. .***

***(3) The aggregate number Class A Non-Voting Preferred Shares which this corporation shall have authority to issue is 200,000 shares of Class A, Non-Voting, Preferred Stock, at \$10.00 (ten dollars) par value per share, redeemable from time to time at the Company's option, upon such terms and conditions as the Company may establish, including, but not limited to, the subscription or offering price, redemption price, rate of interest or dividend, issuance and registration as Book Entry Registered Stock, or by Stock Certificate, as the case may be, or other features as the Directors may establish."***

2. The foregoing amendments were adopted unanimously by the Stockholders and Directors on March 26, 1998.

  
Anthony L. Graham, President

  
Tammy T. Jacob, Secretary

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**WRITTEN CONSENT OF STOCKHOLDERS AND DIRECTORS IN LIEU OF SPECIAL MEETING  
PURSUANT TO THE FLORIDA GENERAL  
CORPORATION ACT OF GRAHAM FINANCIAL SERVICES CORP.**

The undersigned, being all of the directors and all of the shareholders of Graham Financial Services Corp., a Florida corporation, do hereby take and adopt the following actions and writing of that meeting:

**RESOLVED:**

Paragraph 4 is hereby deleted in its entirety

and REPLACED WITH THE FOLLOWING:

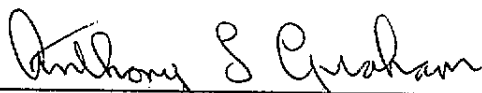
*"The Capital Stock of the Company shall consist of two (2) classes of Common Stock, Class A Voting Common Stock and Class B Non-Voting Common Stock, and one (1) class of Non-Voting Preferred Stock, Class A Non-Voting Preferred Stock.*

*(1) The aggregate number Class A Voting Common shares which this corporation shall have authority to issue is 100,000 shares of common voting stock at \$.01 (one cent) par value per share. Such Class A Voting Common shares shall be registered on the books and records of the company as issued shares, evidenced by the issuance of a share certificate.*

*(2) The company is further authorized, from time to time, to issue up to 1,000,000 shares of Class B, Non-Voting, Common Stock, at \$1.00 (one dollar) par value per share, redeemable from time to time at the Company's option, upon such terms and conditions as the Company may establish, including, but not limited to, the subscription or offering price, redemption price, rate of interest or dividend, issuance and registration as Book Entry Registered Stock, or by Stock Certificate, as the case may be, or other features as the Directors may establish. In no case shall such shares of Class B Non Voting Common Stock have any convertibility features into any other class of Common or Preferred Stock. .*

*(3) The aggregate number Class A Non-Voting Preferred Shares which this corporation shall have authority to issue is 200,000 shares of Class A, Non-Voting, Preferred Stock, at \$10.00 (ten dollars) par value per share, redeemable from time to time at the Company's option, upon such terms and conditions as the Company may establish, including, but not limited to, the subscription or offering price, redemption price, rate of interest or dividend, issuance and registration as Book Entry Registered Stock, or by Stock Certificate, as the case may be, or other features as the Directors may establish."*

This amendment is effective this March 26, 1998.

  
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Anthony L. Graham, Shareholder and Sole Director