



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 122940 82866A
AUTHORIZATION : [Signature]
COST LIMIT : \$ 43.75

ORDER DATE : May 22, 2006
ORDER TIME : 9:59 AM
ORDER NO. : 122940-005
CUSTOMER NO: 82866A

DOMESTIC AMENDMENT FILING

NAME: ALLEN & COMPANY FINANCIAL CORPORATION

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: Debbie Skipper -- EXT# 2948

EXAMINER'S INITIALS:

RECEIVED
06 MAY 22 AM 10:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ALLEN & COMPANY FINANCIAL CORPORATION
a Florida Corporation**

Pursuant to the provisions of Florida Statutes Section 607.1006, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FILED
06 MAY 22 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST:** The document number for this entity is P01000021967.
- SECOND:** Article V is amended to increase the total number of shares of common stock authorized for issuance from 2,000,000 to 16,500,000 shares. Article V is further amended to increase the total number of shares of stock authorized to be designated as "Class B Common Stock" from 500,000 to 15,000,000 shares.
- THIRD:** These Articles of Amendment will be effective on and as of the date filed with the Florida Secretary of State.
- FOURTH:** The forgoing amendment was approved by the shareholders. The number of votes cast for these amendments was sufficient for approval.

Signed this 18th day of May, 2006 by the undersigned duly authorized officer.



Ralph C. Allen, President