

P0100021967

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ALLEN & COMPANY FINANCIAL CORPORATION**

Certificate of Status	0
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALLEN & COMPANY FINANCIAL CORPORATION

2016 SEP 23 A 9:46

This is a Second Amendment to the Articles of Incorporation of ALLEN & COMPANY FINANCIAL CORPORATION (the "Corporation"), a Florida corporation.

1. The Document Number of the Corporation is P01000021967.
2. ARTICLE V, CAPITAL STOCK, of the Articles of Incorporation, of the Corporation, shall be amended and modified to read in its entirety as follows:

***ARTICLE V - CAPITAL STOCK**

The aggregate number of shares of stock that the Corporation shall have authority to issue is 30,000,000 shares of common stock, of which 15,000,000 shares shall be designated Class A Common Shares with a Par Value of \$0.10 per share (referred to herein as the "Class A Common Stock") and of which 15,000,000 shares shall be designated Class B Common Shares with a Par Value of \$0.10 per share (referred to herein as the "Class B Common Stock"). The consideration to be paid for each share shall be fixed by the Board of Directors and may take the form of cash, property, interests in property or any other form deemed satisfactory to the Board of Directors if, in the judgment of the Board of Directors, such consideration has a value equivalent to or greater than the full par value of the shares.

The Class A Common Stock and the Class B Common Stock shall each have the same preferences, limitations and relative rights (including, without limitation, identical rights to distribution and liquidation proceeds) with the sole exception that only shares of the Class A Common Stock shall have voting rights, and no shares of the Class B Common Stock shall have voting rights. All shares of the Class B Common Stock shall be plainly stamped "Non-Voting". The holders of the shares of the Class B Common Stock shall not be entitled to notice of any meeting of Shareholders and shall not be entitled to vote upon any matter whatsoever which may be presented and decided upon at any meeting of the Shareholders. However, the record holders of shares of the Class B Common Stock shall be entitled to participate share-for-share with the record holders of the shares of the Class A Common Stock in any dividends or distributions in liquidation which may hereafter be declared and paid or otherwise made by the Corporation."

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3. The Articles of Amendment to the Articles of Incorporation will be effective as of the date these Articles of Amendment are filed with the Florida Secretary of State.

4. The foregoing Amendment was approved by the Shareholders owning a majority in interest of the Class A voting common stock of the Corporation. The number of votes cast for this Amendment was sufficient for approval.

SIGNED this 22^d day of September, 2016 by the undersigned duly authorized officer.

ALLEN & COMPANY FINANCIAL
CORPORATION

By: Keith Albritton
Keith Albritton, President

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