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FLORIDA CAPITAL GROUP, INC.

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FEB 08 2012

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**ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION  
OF  
FLORIDA CAPITAL GROUP, INC.**

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**FIRST:** This Corporation is named Florida Capital Group, Inc. (the "Corporation"). The Articles of Incorporation of the Corporation were originally filed with the Secretary of State of the State of Florida and became effective on November 22, 2002. Articles of Amendment to the Articles of Incorporation were filed and became effective on December 20, 2002, March 4, 2005, July 17, 2006, May 12, 2009, May 26, 2009, June 9, 2011, September 16, 2011, and December 30, 2011.

**SECOND:** In accordance with Section 607.1006 of the Florida Business Corporation Act (the "FCBA"), the Articles of Incorporation of the Corporation shall be amended upon the filing of these Articles of Amendment to the Articles of Incorporation. This Amendment to the Articles of Incorporation was proposed and approved by a sufficient number of votes by the Corporation's shareholders effective as of February 7, 2012.

**THIRD:** Article III, Section 1 of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

**"ARTICLE III - CAPITAL STOCK**

"Section 1. **Classes of Stock.** The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 487,000,000, consisting of:

- A. 1,000,000 shares of preferred stock, par value one cent (\$.01) per share ("Preferred Stock"); and
- B. 486,000,000 shares of common stock, par value one cent (\$.01) per share ("Common Stock"). Each holder of shares of Common Stock shall be entitled to one vote per share."

**FOURTH:** Article VIII of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following:

"These Articles of Incorporation may be amended in the manner provided by law."

Except as hereby amended, the Articles of Incorporation of the Corporation shall be the same.

In accordance with Section 607.1003 of the FCBA, this amendment to the Corporation's Articles of Incorporation will become effective upon the filing of these Articles of Amendment to the Articles of Incorporation.

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**WHEREUPON**, the undersigned authorized officer has duly executed these Articles of Amendment on behalf of the Corporation this 7th day of February, 2012.

By:   
\_\_\_\_\_  
Steven Morrill, Chief Financial Officer

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