

PO2000125102

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PICK-UP WAIT MAIL

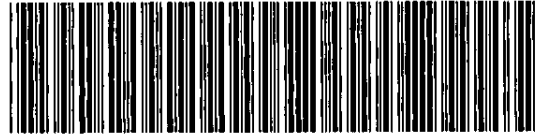
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 DEC 21 PM 2:22

RECEIVED

12 DEC 21 PM 3:05

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Amend

DEC 28 2012



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 470293 7354150

AUTHORIZATION

Spudde man

COST LIMIT : \$ 35.00

ORDER DATE : December 21, 2012

ORDER TIME : 10:53 AM

ORDER NO. : 470293-005

CUSTOMER NO: 7354150

DOMESTIC AMENDMENT FILING

NAME: FLORIDA CAPITAL GROUP, INC.

EFFECTIVE DATE:

XX___ ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX___ PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes -- EXT# 52920

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 21, 2012

CSC
STEPHANIE MILES

SUBJECT: FLORIDA CAPITAL GROUP, INC.
Ref. Number: P02000125102

We have received your document for FLORIDA CAPITAL GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 512A00030216

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

FILED
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DIVISION OF CORPORATIONS
12 DEC 21 PM 3:05

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 of the Corporation 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, December 30, 2011, February 8, 2012, and June 28, 2012.

SECOND: Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "FBCA") and the written consent of the shareholder owning a majority of the issued and outstanding shares of stock and the Board of Directors of the Corporation, in lieu of a special meeting, which vote was sufficient for approval, the Articles of Incorporation of the Corporation shall be amended upon the filing of these Articles of Amendment to the Articles of Incorporation.

THIRD: These Articles of Amendment were adopted on December 21, 2012, by the written consent of the shareholder owning a majority of the issued and outstanding shares of stock and by the Board of Directors of the Corporation, in lieu of a special meeting, which vote was sufficient for approval.

FOURTH: 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

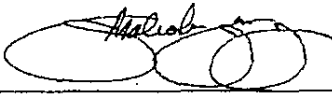
"Section 1. Classes of Stock. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 530,750,000 consisting of:

- A. 1,000,000 shares of preferred stock, par value one cent (\$.01) per share ("Preferred Stock"); and
- B. 529,750,000 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."

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

In accordance with Section 607.1003 of the FBCA, 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.

WHEREUPON, the undersigned authorized officer has duly executed these Articles of Amendment on behalf of the Corporation this 21st day of December, 2012.

By: 

J. Malcolm Jones, Jr.
President & CEO