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FLORIDA CAPITAL GROUP, INC.

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FOR
7/1/14

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

FILED
2014 JUN 30 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, June 28, 2012 and December 21, 2012.

SECOND: Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "FBCA") and the approval of the Board of Directors of the Corporation at a duly called regular meeting and the written consent of the shareholders owning a majority of the issued and outstanding shares of stock, 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 June 24, 2014, by the approval of the Board of Directors of the Corporation at a duly called regular meeting of the Board of Directors and the written consent of the shareholders owning a majority of the issued and outstanding shares of stock, 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

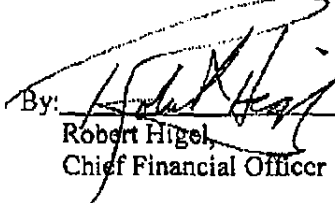
"Section 1. **Classes of Stock.** The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 593,250,000 consisting of:

- A. 1,000,000 shares of preferred stock, par value one cent (\$.01) per share ("Preferred Stock"); and
- B. 592,250,000 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 30 day of June, 2014.

By:  _____
Robert Higel,
Chief Financial Officer