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RIA-BRECKENRIDGE, INC.**

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RIA-BRECKENRIDGE, INC.

FILED
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Pursuant to the requirements of Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned does hereby make, swear to, adopt and file these Amended and Restated Articles of Incorporation of RIA-BRECKENRIDGE, INC. (the "Corporation"), which Corporation was incorporated in the State of Florida on September 29, 2004, under Document No. P04000135743. The original Articles of Incorporation were filed with the Secretary of State on September 29, 2004 (the "Original Articles"). The Original Articles were amended and restated pursuant to the filing of Amended and Restated Articles of Incorporation with the Secretary of State on October 25, 2004 (the "Amended and Restated Articles").

1. Articles I through XI of the Corporation's Amended and Restated Articles are deleted in their entirety and are amended and restated as follows:

ARTICLE I
Name and Duration

The name of the Corporation is RIA-Breckenridge, Inc. The duration of the Corporation is perpetual.

ARTICLE II
Principal Office

The street and mailing address of the principal office of the Corporation is 5600 Gulf Blvd., St. Pete Beach, Florida 33706.

ARTICLE III
Registered Office and Agent

The street address of the registered office in the State of Florida is 5600 Gulf Boulevard, in the City of St. Pete Beach, County of Pinellas 33706. The name of the registered agent at such address is Timothy R. Bogott.

ARTICLE IV
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.

2. Solely in furtherance of its corporate purposes set forth above, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V
Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock"), \$0.10 par value per share.

ARTICLE VI
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VII
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VIII
Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE IX
Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE X
Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

2. The effective date of these Amended and Restated Articles of Incorporation of RIA-Breckenridge, Inc. will be as of the date of filing with the Secretary of State.

3. The foregoing Amended and Restated Articles of Incorporation were unanimously adopted by the Board of Directors of the Corporation and the shareholders of the Corporation on the 1st day of APRIL, 2014. The number of votes cast for the amendments by the shareholders were sufficient for approval.

RIA-Breckenridge, Inc., a Florida corporation

By: _____

Name: _____

Its: _____