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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
CAPITAL INVESTMENT ADVISORY, INC.**

**DOCUMENT NUMBER: P05000068681**

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Articles of Incorporation of CAPITAL INVESTMENT ADVISORY, INC., and in connection therewith, the undersigned officer, acting upon authority of the Board of Directors of CAPITAL INVESTMENT ADVISORY, INC., and upon authority of all of the shareholders of this Corporation, hereby sets forth as follows:

1. The name of this Corporation is CAPITAL INVESTMENT ADVISORY, INC. (the "Corporation").
2. The Articles of Incorporation of CAPITAL INVESTMENT ADVISORY, INC. have been amended by deleting Article 4.0 in its entirety and by substituting in lieu thereof the following Article 4.0:

**ARTICLE 4.0 SHARES**

The number of shares of capital stock authorized to be issued by this Corporation shall be one hundred thousand (100,000) shares designated as voting common capital stock having \$.01 par value and one hundred thousand (100,000) shares designated as non-voting common capital stock having \$.01 par value.

The relative rights, privileges and limitations of the voting common stock and the non-voting common stock shall be in all respects identical, share for share, except that the voting common stock shall entitle the holder thereof to one vote for each share of voting common stock on all matters requiring the vote or approval of the shareholders of the Corporation and the holders of the non-voting common stock shall not have any right or power to vote except as provided under Florida Statute 607.1004(4), or a statute of similar import as may be enacted in the future.

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Without action by the shareholders, any or all of the said shares of stock may be issued by the Corporation from time to time for such consideration, as may be fixed from time to time by the Board of Directors (hereinafter called the Board) of the Corporation, and any and all such shares to be issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and not liable to any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereof.

No holder of shares of common stock shall be entitled as such as a matter of right to subscribe for or purchase any part of any new or additional issue of stock, or securities convertible into stock, of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

3. In accordance with Florida Statute Section 607.1003, the referred to amendment was adopted by the Board of Directors on July 24, 2012, and written consent to the said Amendment was given on July 24, 2012, by all the shareholders comprising the only voting group in accordance with Florida Statute Section 607.0704. The number of votes cast for the Amendment by the shareholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

4. Upon the filing of these Articles of Amendment with the Department of State, the above referred to amendment shall become effective and the Articles of Incorporation of CAPITAL INVESTMENT ADVISORY, INC., shall be deemed to be amended accordingly.

DATED this 24th day of July, 2012.

  
TIMOTHY G. WERNER, President

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