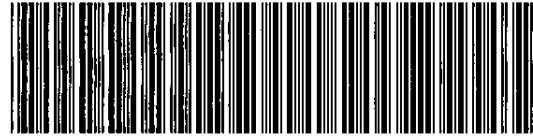


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Amend
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BROOKSTONE SECURITIES, INC.,
a Florida Corporation**

Pursuant to the provisions of Section 607.1006, Florida Statutes, BROOKSTONE SECURITIES, INC., a Florida Profit Corporation (filing date July 12, 2005 and Document Number P05000097747) adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: ANTONY L. TURBEVILLE is no longer serving as Chairman of the Board (CHA) or as a Director of the Corporation.


SECOND: DAVID L. LOCY is no longer serving as a Director of the Corporation.

THIRD: This change occurred effective as of October 16, 2011.

This amendment was acknowledged in a consent resolution of the shareholders dated effective October 16, 2011. The number of votes cast was sufficient for approval.

Mailed for filing this 9th day of November, 2011.

By:



Paul R. Richardson, President

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