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Amend
T. Roberts SEP 04 2007 11/2007

AUG-31-07 FRI 02:56 PM

FAX NO.

P. 02/02

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
AMULET INVESTORS II, INC.

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- I. The name of this corporation is Amulet Investors II, Inc. (the "Corporation").
- II. Subsection (b) of Article IX is hereby amended and restated in its entirety to read as follows:

Not to transfer his Shares to (or permit his Shares to be owned or held by) any person if ownership by such person would cause the Corporation and Amulet Investors I, Inc., Amulet Investors III, Inc., Amulet Investors IV, Inc., Amulet Investors V, Inc., and any other corporation which must be considered with the Corporation to have, or be deemed to have, collectively, 100 shareholders for purposes of determining the Corporation's exemption from classification as an "investment company" under the Investment Company Act of 1940; provided, however, a Shareholder may rely upon a determination by the Board of Directors of the Corporation following full disclosure by the Shareholder of the circumstances of the transfer that a transfer of his Shares will not be in violation of the provisions of this Article IX(b). No transfer of Shares shall be effective or shall be recorded on the transfer book of the Corporation unless the Board of Directors shall have determined that the transfer will not cause the Corporation and Amulet Investors I, Inc., Amulet Investors III, Inc., Amulet Investors IV, Inc., and Amulet Investors V, Inc. to have 100 shareholders as described herein.

III. This Amendment was duly approved by the Shareholders on August 31, 2007 and the number of votes cast for the Amendment by the Shareholders was sufficient for approval.

Dated this 31st day of August, 2007.


Alan Rossiter, President

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Prepared by James L. Main
Florida Bar No. 193367
Holland & Knight LLP
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Jacksonville, FL 32202
904-353-2000

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