

DEC. 7 2011

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HOLBROOK AKEL COLD STIEFF & RAY

NO. 7949

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
FRED WILSON & ASSOCIATES, INC.

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The Articles of Incorporation of Fred Wilson & Associates, Inc. are hereby amended so that Article IV shall hereafter read as follows:

"Section 1. The maximum number of shares of capital stock that the corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of Voting Common Stock having a par value of \$.01 per share, and Ninety-Nine Thousand (99,000) shares of Non-Voting Common Stock having a par value of \$.01 per share.

Section 2. Common shares shall be issued pursuant to the direction of the Board of Directors, who shall designate said shares as "voting" (in which case, such shares shall have the full range of voting rights under applicable law), or as "non-voting" (in which case, such shares shall have no voting rights for any purpose) at the time of issuance. "Voting" and "non-voting" common shares shall be identical in all respects except for the foregoing difference in voting rights. The legend "voting" or "non-voting," as applicable, shall be prominently affixed to the face of all stock certificates issued to holders of common shares."

The Shareholders and Directors of the Corporation, acting pursuant to Sections 607.0704, 607.0821 and 607.1003,

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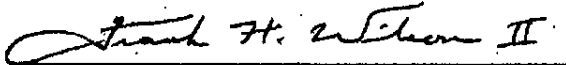
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Florida Statutes, have executed a written consent adopting the foregoing amendment.

The voting group entitled to vote on the foregoing amendment are the holders of voting common shares of the corporation. The number of votes cast in favor of the amendment was unanimous in favor of the amendment. The number of votes cast for such amendment by such voting group was sufficient for approval by such voting group. This is the only voting group entitled to vote on the amendment.

This Amendment shall be effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the corporation this 5th day of December, 2011.


FRANK H. WILSON, II, President


WILLIAM E. WILSON, JR.

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