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DEPRINCE, RACE & ZOLLO, INC.

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**ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
DEPRINCE, RACE & ZOLLO, INC.**

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The undersigned Corporation hereby submits these Articles of Amendment for the purpose of amending its Amended Articles of Incorporation:

1. The name of the Corporation is DEPRINCE, RACE & ZOLLO, INC.
2. The current ARTICLE III, as amended previously on January 30, 2001, shall be deleted in its entirety and replaced with the following:

**"ARTICLE III
CAPITAL STOCK**

This corporation is authorized to issue and have outstanding ten million (10,000,000) shares of one dollar (\$1.00) par value common stock."

3. The Corporation's outstanding shares of Class B nonvoting common stock have been cancelled and exchanged for shares of Class A voting common stock on an one-for-one basis.

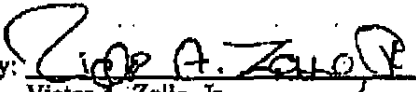
4. Except as specifically modified by Paragraph 2 above, the Amended and Restated Articles of Incorporation shall remain in full force and effect in accordance with their terms.


5. The amendments to the Corporation's Amended and Restated Articles of Incorporation were proposed by the Board of Directors and recommended to the shareholders and the number of votes cast for the amendment by the shareholders was sufficient for approval of the amendment, in accordance with the provisions of Section 607.1003 and 607.1006 of the Florida Business Corporation Act.

Resolved, that all actions taken by the officers and directors of the Corporation or any of them in connection with the foregoing resolutions through the date hereof be, and they hereby are, ratified and approved.

In Witness Whereof, DePrince, Race & Zollo, Inc. has caused these Articles of Amendment to be signed by Victor A. Zollo, Jr., its President, and Gregory M. DePrince, its Secretary, and its Corporate Seal to be hereunder affixed this 8th day of December, 2008.

DePrince, Race & Zollo, Inc.

By: 
Victor A. Zollo, Jr.
President


Gregory M. DePrince, Secretary