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P98000016356

Florida Department of State
Division of Corporations
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BASIC AMENDMENT

THE VERITY INVESTMENT MANAGEMENT GROUP, INC.

Amendment

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Page Count	03
Estimated Charge	\$43.75

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Dept: DN CORP	Phone: (904) 359-2000
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To	From V. HODGE
Co.	Co. FOLEY & LARDNER
Dept.	Phone (904) 359-2000
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 22, 1999

THE VERITY INVESTMENT MANAGEMENT GROUP, INC.
1220 JOURNEYS END LANE
JACKSONVILLE, FL 32223

SUBJECT: THE VERITY INVESTMENT MANAGEMENT GROUP, INC.
REF: P98000016356

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If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000004282
Letter Number: 599A00008037

Fax Audit No. H99000004282 2

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE VERITY INVESTMENT MANAGEMENT GROUP, INC.**

Pursuant to Sections 607.1001, 607.1004, 607.1006, and 607.1009, Florida Business Corporation Act, the following provisions of the Articles of Incorporation of The Verity Investment Management Group, Inc., a Florida corporation, filed in Tallahassee on February 19, 1998, be and they hereby are amended in the following particulars:

Article IV be and it hereby is amended to designate the previously authorized common stock as Class A Voting Common Stock and to create a new class of non-voting stock to be designated Class B Non-Voting Common Stock. As amended, Article IV shall read in its entirety as follows:

**ARTICLES OF AMENDMENT
"ARTICLE IV
ARTICLES OF INCORPORATION
CAPITAL**

THE VERITY INVESTMENT MANAGEMENT GROUP, INC.

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 3,000 shares divided into classes as follows:

- (a) 1,000 shares of Class A Voting Common Stock, each having a par value of \$.01 per share; and
- (b) 2,000 shares of Class B Non-Voting Common Stock, having a par value of \$.01 per share.

All such shares shall be issued fully paid and nonassessable.

Section 4.2 Rights of Shareholders. Unless otherwise provided by law, only the holders of Class A Voting Common Stock shall be entitled to vote at any meeting of shareholders of the corporation. Each outstanding share of Class A Voting Common Stock shall be entitled to one vote on each matter submitted to a vote. In all other respects, the rights of the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be identical. Without in any way limiting the foregoing, the holders of Class B Non-Voting

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Prepared by: Robert S. Bernstein (FL Bar No. 0967947)

Foley & Lardner

P.O. Box 240

Jacksonville, FL 32202

Telephone No. (904)359-2000

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Common Stock shall be entitled to receive the same notice of meetings of stockholders which is given to the holders of Class A Voting Common Stock and shall have the right to attend all meetings of shareholders."

Section 4.3 Repurchase of Class B Non-Voting Common Stock. Each outstanding share of Class B Non-Voting Common Stock shall initially be issued to employees and/or executives ("Executive Employees") of The Verity Investment Management Group, Inc. ("Verity Inc.") or The Verity Investment Management Group, Ltd. ("Verity"). In the event an Executive Employee ceases to be an employee or officer of Verity, then Verity, Inc. may elect within thirty (30) days of such termination to redeem and repurchase the shares of Class B Non-Voting Common Stock held by such Executive Employee (the "Shares") upon the following terms and conditions:

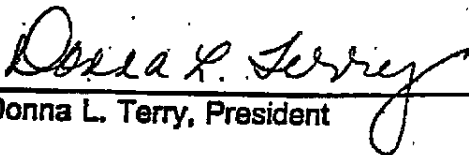
The repurchase price ("Repurchase Price") shall be arrived at by dividing the value of the corporation (determined below) by the total number of shares outstanding at the time, and multiplying such figure times the number of Shares to be purchased from the holder. The Repurchase Price shall be payable in cash unless otherwise agreed by the holder and the corporation. The closing shall take place within forty-five (45) days after termination of the Executive Employees' employment with Verity and the corporation shall deliver the purchase price of the Shares held by the Executive Employee, and the Executive Employee shall deliver such Shares free and clear of all liens and encumbrances together with such assignments and other documents as may be reasonably required by the corporation. The value of the Verity Investment Management Group, Inc. shall be arrived at by multiplying Free Cash Flow (as defined in the Agreement of Limited Partnership of The Verity Investment Management Group, Ltd.) for the most recently completed twelve (12) month fiscal year by seven (7) and then by twenty-one percent (21%).

The foregoing amendment was adopted by the unanimous written consent of Stockholders and Directors of the corporation effective the 31st day of August, 1998. The only voting group entitled to vote on the adoption of the Amendment consists

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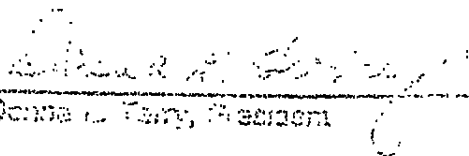
of the holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 31st day of August, 1998.


Donna L. Terry, President

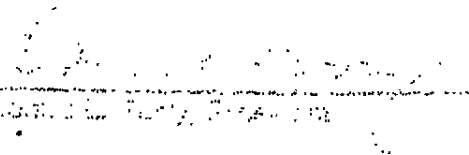
of the holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 31st day of August, 1998.


Donna L. Terry, President

of the holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 31st day of August, 1998.


Donna L. Terry, President

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