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To	AMENDMENT	From	V. HODGE
Co.	DIV CORP	Co.	FOLEY & LARDNER
Dept.	SEC STATE	Phone #	(904) 359-2000
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BASIC AMENDMENT

THE VERITY INVESTMENT MANAGEMENT GROUP, INC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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TALLAHASSEE, FLORIDA

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 and amended on February 23, 1999, be and they hereby are amended in the following particulars:

Section 4.3 of Article IV be and it hereby is amended to correct the scrivener's error contained therein. As amended, Section 4.3 of Article IV shall read in its entirety as follows:

"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.

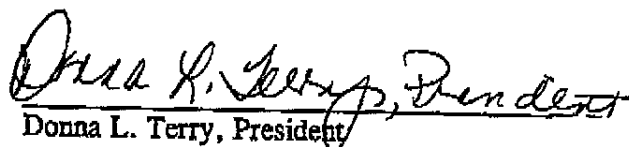
The repurchase price ("Repurchase Price") shall be arrived at by dividing the value of the corporation (determined below) by the total number of shares outstanding at the time, and multiplying such figure times the number of Shares to be purchased from the holder. The Repurchase Price shall be payable 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

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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 the percentage of Verity owned by Verity Inc. at the time of repurchase or redemption."

The foregoing amendment was adopted by the unanimous written consent of Stockholders and Directors of the corporation effective the 2 day of November, 1999. The only voting group entitled to vote on the adoption of the Amendment consists 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 3 day of November, 1999.


Donna L. Terry, President