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CORPORATION(S) NAME

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Amend

Banc Investment Group, Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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JOEY

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
BANCINVESTMENT GROUP, INC.**

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TALLAHASSEE, FLORIDA

Bradley T. Smith, President of BancInvestment Group, Inc., a Florida corporation with its principal office located at 1811 State Street, Suite E, Santa Barbara, California, 93101 (the "Corporation"), does hereby certify that as of the 24th day of August, 1998, the holders of all the shares of stock of the Corporation who would be entitled to a notice of a meeting of the shareholders held for the purpose of amending the Corporation's Articles of Incorporation, adopted the following amendment to the Amended and Restated Articles of Incorporation of BancInvestment Group, Inc. in writing and signed by all of the shareholders of the Corporation, which writing has been entered upon the records of the Corporation as follows:

BE IT RESOLVED, that the Amended and Restated Articles of Incorporation of BancInvestment Group, Inc., be amended by adding to Article Fourth at Division B, a new section entitled "Section 3" to read as set forth on Exhibit "A" attached hereto, and that the President of the Corporation is authorized and directed to execute and file with the Florida Secretary of State, Corporate Division, a Certificate of Amendment including said amendment; and

BE IT FURTHER RESOLVED, that the Corporation's Amended and Restated Articles of Incorporation may be further revised and restated to include the amendment to Article Fourth, Division B, Section 3 as set forth on Exhibit "A" attached hereto, and that said restatement, including such revision, shall be the Amended and Restated Articles of Incorporation of BancInvestment Group, Inc.

In Witness Whereof, said Bradley T. Smith, President of BancInvestment Group, Inc., acting on behalf of the Corporation, has signed the Certificate this 24th day of August, 1998.

BANCINVESTMENT GROUP, INC.

By: 

Bradley T. Smith, President

EXHIBIT "A"

Division B:

Section 3. Shares of Class B Common Stock shall convert to Class A Common Stock at the rate of twenty percent (20%) per year commencing on the first anniversary of the issuance date of such shares of Class B Common Stock. Shares of Class B Common Stock, as they become subject to conversion, shall be converted into shares of Class A Common Stock at the rate of one (1) share of Class A Common Stock for one (1) share of Class B Common Stock.

- (a) The holder of each share of Class B Common Stock may exercise the conversion privilege in respect thereof by delivering to any transfer agent of the Class B Common Stock (i) the certificate for the share to be converted; and (ii) written notice that the holder elects to convert such share and stating the name or names (with address) in which the certificate for Class A Common Stock is to be issued. Conversion shall be deemed to have been effected on the date when such delivery is made, and such date is referred to in this Section 3 as the "conversion date". On the conversion date, or as promptly thereafter as practicable, the Corporation shall issue and deliver to the holder of the Class B Common Stock surrendered for conversion, or on his written order, a certificate for the number of full shares of Class A Common Stock, issuable upon the conversion of such Class B Common Stock and scrip in respect of any fraction of a share as provided in Paragraph (b) of this Section 3. The person in whose name the stock certificate is to be issued shall be deemed to have become a holder of Common Stock of record on the conversion date. No adjustment shall be made for any dividends on the shares of Class A Common Stock issued on conversion.
- (b) The Corporation shall not be required to issue fractional shares of Common Stock upon conversion of Class B Common Stock. If more than one (1) share of Class B Common Stock shall be surrendered for conversion at one time by the same holder, the number of full shares of Class A Common Stock issuable upon conversion thereof shall be computed on the basis of the aggregate number of shares so surrendered. If any fractional interest in a share of Class A Common Stock would otherwise be deliverable upon the conversion of any Class B Common Stock, the Corporation shall in lieu of delivering a fractional share therefor, issue registered scrip certificates for such fractional interests which shall carry with them no rights other than the right to be assigned, to be combined and divided and to be exchanged, when surrendered with other like certificates in amounts aggregating a full share or multiples thereof, for the full share or shares in lieu of which such scrip was issued.

- (c) If the Corporation splits or combines the outstanding shares of Class A Common Stock, the conversion rate then in effect shall be proportionately increased in the case of a split or decreased in the case of a combination, so as appropriately to reflect the same, in each case as of the opening of business on the date following the date on which such split or combination became effective.
- (d) Whenever the conversion rate is adjusted as above provided, the Corporation shall forthwith place on file with each transfer agent of the Class B Common Stock, a statement signed by the President or a Vice President of the Corporation and by its Treasurer or its Secretary or an Assistant Secretary showing in detail the facts requiring such adjustment and the conversion rate after such adjustment and shall exhibit the same from time to time to any holder of Class B Common Stock desiring an inspection thereof.
- (e) The issue of stock certificates on conversion of Class B Common Stock shall be without charge to the converting shareholder for any original issue tax in respect of the issue thereof. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of shares in any name other than the holder of Class B Common Stock converted, and the Corporation shall not be required to issue or deliver any such stock certificate unless and until the person or persons requesting the issue thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid.
- (f) The Corporation hereby reserves and shall at all times reserve and keep available, free from pre-emptive rights, out of its authorized but unissued stock, for the purpose of effecting the conversion of the Class B Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Class B Common Stock.