

Division of Corporations

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**P99000015142**

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**THE BANKS GROUP, INC.**

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MAY 29 2009

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ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
THE BANKS GROUP, INC.

FILED  
09 MAY 28 AM 9:39  
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TALLAHASSEE, FLORIDA

By unanimous vote of the Board of Directors and Shareholders of THE BANKS GROUP, INC., a Florida corporation originally incorporated on February 16, 1999, Document No. P99000015142, said Corporation does hereby, pursuant to Florida Statutes, Sections 607.1003 and 607.1006, amend the existing Articles of Incorporation in the following respect:

ARTICLE IV - CAPITAL STOCK is hereby deleted in its entirety and the following provision is inserted in lieu thereof:

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the classes of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$0.01	Class A Voting Common
100,000	\$0.01	Class B Non-Voting Common

The relative rights, privileges and limitations of Class A Voting Common Shares and Class B Non-Voting Common Shares shall be in all respects identical, share for share (including, but not limited to, identical rights to distribution and liquidation proceeds), except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of Class A Voting Common Shares and, except as otherwise required by law, the holders of Class B Non-Voting Common Shares shall not have any voting power or be entitled to receive any notice of meetings of Shareholders.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

The holder of the Corporation's outstanding Common Stock, \$.01 par value, shall be entitled to exchange such outstanding shares for four (4) shares of the Corporation's Class A Voting

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Common Stock, \$.01 par value, and nine thousand nine hundred ninety-six (9996) shares of the Corporation's Class B Non-Voting Common Stock, \$.01 par value.

The foregoing Amendment was duly approved by the Directors and Shareholders in accordance with Florida Statutes, Sections 607.1003 and 607.1006 on May 26, 2009.

**DATED** this 26 day of May, 2009.

**THE BANKS GROUP, INC.**

By: David P. Banks  
David P. Banks, President

Attest: David P. Banks  
David P. Banks, Secretary

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