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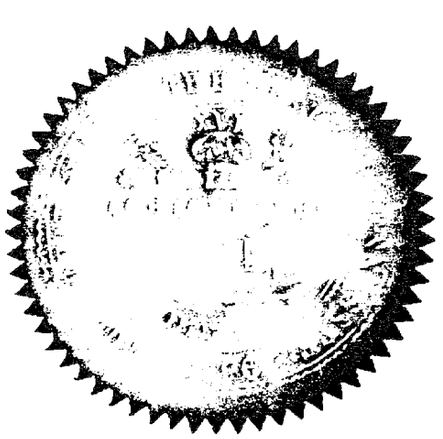


Mrec'd 5.00 5.00

CERTIFICATE

The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of W. REED CAPPS & PARTNERS, INC. *(Name of Corporation)*, *was duly executed in accordance with the Tennessee General Corporation Act, was found to conform to law and was filed by the undersigned, as Secretary of State, on the date noted on the document.*

THEREFORE, the undersigned, as Secretary of State, and by virtue of the authority vested in him by law, hereby issues this certificate and attaches hereto the document which was duly filed on June Twenty-Eighth, 1976.



Secretary of State

IDENTIF. REFERENCE

JUL 7 3 28 PM '76

FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TENN.

057201

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ARTICLES OF AMENDMENT TO THE CHARTER

OF

W. REED CAPPS & PARTNERS, INC.

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Charter:

1. The name of the Corporation is W. Reed Capps & Partners, Inc.

2. The amendment adopted is:

Article 1 of the Charter of the Corporation is amended to read as follows:

The name of the Corporation is The Rokeby Corporation.

3. The amendment was duly adopted by the unanimous written consent of the shareholders on June 5, 1976.

4. This Amendment is to be effective when these Articles are filed by the Secretary of State.

Dated June 5, 1976.

W. REED CAPPS & PARTNERS, INC.

By James F. Holt Jr
President

1976 JUN 28 PM 2 30

mail to:
Bass, Berry & Sims
27th Floor
First American
Center

State of Tennessee

ARTICLES OF AMENDMENT

TO THE CHARTER

OF

W. REED CAPPS & PARTNERS, INC.

(name changed to)

THE ROKEBY CORPORATION

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RECEIVED FEE, $ 10.00

RECEIVED TAX, $ _____

TOTAL, $ 10.00

Secretary of State.