

Company Number: 3127076

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**RAYMOND JAMES FINANCIAL INTERNATIONAL LIMITED**  
(the "Company")

**Date of Resolution: 29 May 2009**

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- 1 RESOLUTIONS 1 AND 2 BELOW ARE PASSED AS ORDINARY RESOLUTIONS (TOGETHER THE "ORDINARY RESOLUTIONS"); AND
- 2 RESOLUTION 3 BELOW IS PASSED AS A SPECIAL RESOLUTION (THE "SPECIAL RESOLUTION").

**ORDINARY RESOLUTIONS**

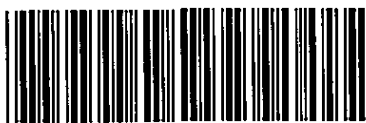
**Resolution 1**

That the authorised share capital of the Company be increased to £4,000,000 (four million pounds) by the creation of 60,000 (sixty thousand) new Ordinary Shares of £50 (fifty pounds) each, ranking in pari passu in all respects with the existing Ordinary Shares in the capital of the Company.

**Resolution 2**

That the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities up to but not exceeding an aggregate nominal amount of £4,000,000 (four million pounds), provided that this authority shall (unless previously revoked or varied by the Company in general meeting) expire on the fifth anniversary of the date of this resolution ("period of authority") save that the Company may before the expiry of the period of authority make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allow relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred had not expired and that all previous general authorities granted to the directors pursuant to section 80 of the Act (or the statutory provisions of which that is a re-enactment) be hereby revoked.

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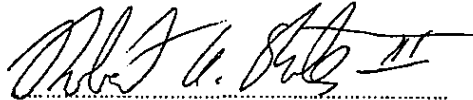
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## SPECIAL RESOLUTION

### Resolution 3

That subject to the passing of the above Resolutions the directors of the Company be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities for cash pursuant to the general authority conferred upon them under Resolution 2 above as if section 89(1) of the Act did not apply to any such allotment and so that the power conferred by this paragraph shall enable the Company to make any offer or agreement before the expiry of the period of authority which would or might require equity securities to be allotted after the expiry of such period and so that notwithstanding such expiry the directors may allot equity securities pursuant to any such offer or agreement previously made by the Company as if the power conferred hereby had not expired PROVIDED, however, that the power shall expire at the conclusion of five years following the passing of this resolution except to the extent that the same is renewed or extended on or before that date.

The undersigned, the sole member of the Company, hereby irrevocably agrees to and approves the Ordinary Resolutions and the Special Resolution set forth above.



Robert A. Miller III, for and on behalf of  
RAYMOND JAMES INTERNATIONAL HOLDINGS, INC.