

**TRADITION SECURITIES AND FUTURES, INC.**

**ACTION BY WRITTEN CONSENT OF THE BOARD OF DIRECTORS**

**September 6, 2013**

In conformity with Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL") and the Bylaws of Tradition Securities and Futures, Inc., a Delaware corporation (the "Corporation"), the undersigned, undersigned, being all of the members of the Board of Directors of the Corporation (the "Board"), hereby consent to and adopt the following resolutions, a copy of which shall be filed with the official corporate minutes of the Corporation, and take the following actions with the same force and effect as if such resolutions had been duly adopted and such actions duly taken at a meeting of the Board duly called and convened for such purpose on the date first above written, with a full quorum present and acting throughout:

**AMENDMENT TO CERTIFICATE OF INCORPORATION**

**WHEREAS**, the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation to change its name to Tradition SEF, Inc.

**NOW THEREFORE, BE IT RESOLVED**, that the Corporation's Certificate of Incorporation be amended by changing Article I thereof so that as amended, said article will read in its entirety as follows:

**ARTICLE I**

The name of the Corporation is Tradition SEF, Inc.

**FURTHER RESOLVED**, that the Board hereby approves and adopts the Certificate of Amendment in the form attached hereto as Exhibit A (the "Certificate of Amendment"), which shall become effective upon filing with the Office of the Secretary of State of the State of Delaware; and it is further

**RESOLVED**, that the Board hereby directs that the Certificate of Amendment be submitted to the stockholders of the Corporation and hereby recommends that the stockholders approve the Certificate of Amendment (the "Stockholder Approval"); and it is further

**RESOLVED**, that subject to obtaining the Stockholder Approval, that any officer of the Corporation (each, an "Authorized Officer", and collectively, the "Authorized Officers") be, and each of them, with full authority to act, hereby is, authorized, empowered, and directed to execute, deliver and file the Certificate of Amendment with the Office of the Secretary of State of the State of Delaware in accordance with the DGCL, and to take any and all action as such Authorized Officer may deem necessary or appropriate in connection with the foregoing.

**GENERAL AUTHORITY**

**RESOLVED**, that the Authorized Officers be, and each of them acting alone hereby is, authorized and directed to cause the actions contemplated by these resolutions to be consummated and performed, and to do or cause to be done, all such other acts or things, and to execute and deliver all such agreements, instruments, certificates or other documents, as such officers and each of them shall deem in their sole discretion necessary or appropriate to carry out the purposes and intents of the foregoing resolutions.

*[signature page follows]*



EXHIBIT A  
CERTIFICATE OF AMENDMENT