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SECY. MARK W. STAFF
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Audio Systems of Florida, Inc
(Corporation Name) (Document #)

2. _____
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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

C. Coulliette APR 19 2002

Examiner's Initials

**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
AUDIO SYSTEMS OF FLORIDA, INC.**

FILED
2002 APR 19 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of Audio Systems of Florida, Inc. (the "Corporation") were filed with the Secretary of State of Florida on December 4, 1964, and amended December 28, 1981 and December 22, 1997.

WHEREAS, it is the intention of the Directors and Shareholders of the Corporation that the Articles of Incorporation of the Corporation be further amended to increase the number of shares of stock it is authorized to issue, effective the date this Amendment is filed with the Secretary of State of Florida, in accordance with the proposed amendment hereinafter set forth;

WHEREAS, the proposed amendment to the Articles of Incorporation of the Corporation as hereinafter set forth was approved by unanimous written consent of the Directors and Shareholders, pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act on the 5th day of April, 2002.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended effective the date this Amendment is filed with the Secretary of State of Florida, by deleting in its entirety Article III and substituting therefor the following:

The maximum number of shares of stock which may be issued by the Corporation is seventy-five thousand (75,000) shares, all of which shall be common stock, and all of which shall be with a \$1.00 par value.

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of the Corporation by its President this 5th day of April, 2002.

AUDIO SYSTEMS OF FLORIDA, INC.

By: _____

Wilson W. Sick, III, President