

Charles F. Jones III
4767A Walden Circle
Orlando, Florida 32811
407.352.5790

PK000089363

October 3, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002319013--2
-10/13/97--01104--009
*****43.75 *****43.75

Subject: Adoption of Amendments to Articles of Incorporation of EZ TV COLOR, Inc.

Enclosed you will find the original and one copy of the Adoption of Amendments of EZ TV COLOR, Inc. We have attached a check for our corporate filing and a certificate of status in the amount of \$43.75 made out to the Secretary of State. Please accept these documents for filing. We would greatly appreciate your prompt attention.

Sincerely,



Charles F. Jones III

FILED
97 OCT 13 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK 10/16 N/C Amend

**Articles Of Amendment
To
EZ TV COLOR, Inc.**

FILED
97 OCT 13 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendments Adopted

Article I - Name

The name of this corporation shall be Precision Media Systems, Inc.

Article II - Principle Office

The principle place of business and mailing address of this corporation shall be 4767A Walden Circle Orlando, Florida 32811

Article III - Purpose

To engage in any and all lawful activity for which the corporation may be organized under the laws of the State of Florida, to include but not limited to the sale of audio and video system consultation, design, production, equipment, fabrication, and installation.

Article VII - Initial Registered Agent

The street address of the initial registered agent of this corporation is 4767A Walden Circle Orlando, Florida 32811, and the name of the initial registered agent of this corporation at that street address is Charles F. Jones III.

Article VIII - Initial Board Of Directors

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the by-laws of this corporation. The name and address of each of the members of the initial Board of Directors are:

NAME:	ADDRESS:
Charles F. Jones III	4767A Walden Circle Orlando, Florida 32811
Mark E. Revord	1250 10 th Street Clermont, Florida 34711

Article IX - Incorporators

The name and address of each person signing these Articles are:

NAME:	ADDRESS:
Charles F. Jones III	4767A Walden Circle Orlando, Florida 32811
Mark E. Revord	1250 10 th Street Clermont, Florida 34711

Date Of Amendments Adoption

The above amendments have been adopted as of October 3, 1997
Date

Adoption Of Amendments

The Amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this day 3rd of October, 19 97

Signature Mark E. Devard
Chairman of the Board of Directors

Certificate designating place of business or domicile for the service of process within the State of Florida, naming agent upon whom the process may be served.

In compliance with section 48.091, Florida Statutes, the following is submitted:

First -- Precision Media Systems, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principle place of business in the city of Orlando in the State of Florida, has named Charles F. Jones III located at 4767A Walden Circle Orlando, Florida 32811, as its agent to accept service of process within Florida.



Charles F. Jones III

10-3-87

Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Charles F. Jones III

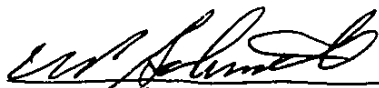
10-3-87

Date

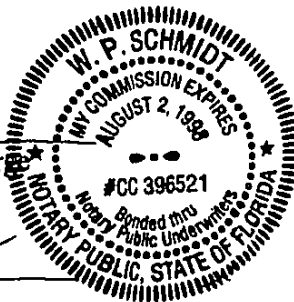
**State of Florida
County of Orange**

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Charles F. Jones III, and Mark E. Revord, known to me and known by me to be the persons who executed the forgoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this the 2nd day of October, 1997.



Notary Public, State of Florida at Large



My commission expires: 8/2/98