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BASIC AMENDMENT

SUNAIR ELECTRONICS, INC.

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Amendment

05/12/04

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
SUNAIR ELECTRONICS, INC.
a Florida corporation**

FILED
04 MAY 12 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, the Articles of Incorporation of Sunair Electronics, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

1. Section 1 of Article III, Authorized Stock, of the Articles of Incorporation of the Corporation shall be deleted in its entirety and amended to read as follows:

**ARTICLE III
Authorized Stock**

Section 1. The aggregate number of shares which the Corporation is authorized to issue is Twenty Seven Million (27,000,000) shares, of which Twenty Five Million (25,000,000) shares shall be Common Stock, par value \$0.10 per share, and of which Two Million (2,000,000) shares shall be Preferred Stock, no par value per share.

In accordance with Section 607.0123(1) of the Florida Business Corporation Act, this Amendment shall be effective upon its filing with the Florida Department of State.

The foregoing amendment to the Articles of Incorporation of the Corporation was proposed by the board of directors of the Corporation and approved by the holders of a majority of the issued and outstanding shares of Common Stock of the Corporation, at a meeting of the Shareholders of the Corporation, held on January 26, 2004, with the number of votes cast for the amendment being sufficient for approval, in accordance with the applicable provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 7th day of May, 2004.


James E. Laurent, President

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