

STEPHEN O. PARKER
ATTORNEY AT LAW

348 EAST ADAMS STREET
JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 355-7750
FAX (904) 355-2800

September 30, 1999

416860

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

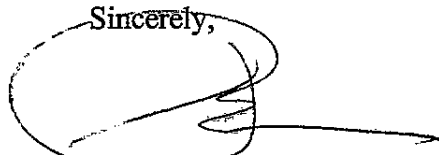
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*****43.75 *****43.75

Re: W. L. Smith Electronics, Inc.;
Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed please find Articles of Amendment of the above corporation, along with the filing fee of \$43.75. Please send me any pertinent information at the above address. Thank you for your assistance.

Sincerely,


Stephen O. Parker

SOP/cb
Enclosure(s)

FILED
99 OCT -4 PM 1:26
TALLAHASSEE, FL
DIVISION OF CORP.

416860 cm
Hand Copy Amend
HP 8/10-4-99

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
W. L. SMITH ELECTRONICS, INCORPORATED**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted.)*

ARTICLE VI.

The corporate address of the Principal place of business shall be changed to 2045 North Liberty Street, Jacksonville, Florida 32208.

ARTICLE VIII

The name and post office address of the Director shall be changed to:

RAYMOND L. SMITH
2045 North Liberty Street
Jacksonville, Florida 32208

The name and post office address of the President and Secretary-Treasurer shall be added as follows:

RAYMOND L. SMITH, President/Secretary-Treasurer
2045 North Liberty Street
Jacksonville, Florida 32208

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: January 7, 1998.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

_____ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

FILED
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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

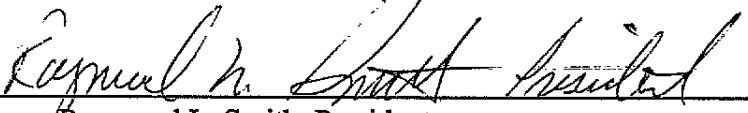
_____ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

“The number of votes cast for the amendment(s) was/were sufficient for approval by _____.”
(voting group)

 X The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29th day of September, 1999.

Signature 
Raymond L. Smith, President

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders.)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

RAYMOND L. SMITH
(Typed or printed name)

President/Director
(Title)

FILED
99 OCT -4 PM 1:26
CLERK OF SUPERIOR COURT
JANUARY 1, 1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN THIS STATE

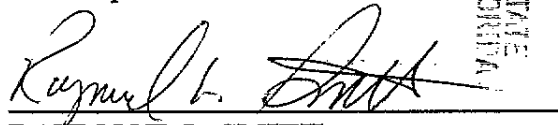
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that W. L. SMITH ELECTRONICS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named **RAYMOND L. SMITH**, 2045 North Liberty Street, Jacksonville, Florida 32208, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office open.


RAYMOND L. SMITH,
Resident Agent.

FILED
99 OCT -16 PM 1:26
CLERK OF STATE
JACKSONVILLE, FLORIDA