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Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

October 16, 1998

Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

Re: Atlantic Electronics, Inc.

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-10/19/98--01119--001
*****35.00 *****35.00


Dear Sir or Madam:

Enclosed are two (2) original Amendment to Articles of Incorporation for the captioned corporation.

One (1) original is to be filed in your office and one (1) original is to be marked "Received" and returned to this office in the enclosed self-addressed stamped envelope. Also enclosed is a check in the amount of \$35.00 to cover your fee for receiving, filing and indexing of the enclosed Amendment to Articles of Incorporation.

Please telephone me if there is any reason why this request cannot be met promptly.
Thank you for your attention to these matters.

Sincerely,
MAYER & KENNEDY


P. Todd Kennedy

Enclosures
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Amend
LFT 10-21-98

FILED
98 OCT 19 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
ATLANTIC ELECTRONICS, INC.

FILED
98 OCT 19 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of amending the Articles of Incorporation of ATLANTIC ELECTRONICS, INC., pursuant to Florida Statutes §§607.1001, 607.1002 and 607.1006 hereby adopt the following Articles of Amendment:

Article III - Capital Stock

The Corporation is authorized to issue 50,000 shares of common voting stock at no par value and 950,000 shares of common non-voting stock at no par value.

Each outstanding share of common voting stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders. The common non-voting stock shall have no voting rights and are not to be considered Shareholders for the purpose of any election, meeting, consent or waiver of notice.

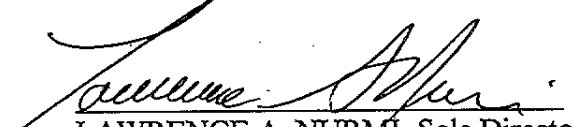
Upon liquidation of the Company and distribution of assets of the Company to holders of the common non-voting shares, the holders of such common non-voting shares shall receive a pro rata distributive amount distributable to all then outstanding shares per share, including common voting shares. Therefore, the common non-voting shares shall be entitled to the same per share distribution as the common voting shares.

The rights of the holders of the common non-voting shares cannot be modified by less than a majority vote of the then outstanding common voting shares.

Except to the extent that any of the provisions of these Articles of Amendment are expressly in conflict with the provisions of the Corporation's original Articles of Incorporation or any Articles of Amendment thereto, the Corporation's original Articles of Incorporation and any Articles of Amendment thereto shall remain in full force and effect.

The Shareholders approved and adopted these Articles of Amendment on October 16, 1998. The number of votes cast for approval and adoption of these Articles of Amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Amendment effective the 16 day of October, 1998. These Articles of Amendment have been approved by the majority vote of the Shareholders.


LAWRENCE A. NURMI, Sole Director
and President