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to Matters of Federal Tax Law

October 26, 1998

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

Re: Atlantic Electronics, Inc.

900002575749--3  
-10/29/98--01067--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Enclosed are one (1) original and one (1) copy of the Amendment to Articles of Incorporation for the captioned corporation.

The original is to be filed in your office and the copy 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

VS NOV 3 -1998

Amend

P. Todd Kennedy  
P. Todd Kennedy

Enclosures  
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**AMENDMENT TO ARTICLES  
OF INCORPORATION  
OF  
ATLANTIC ELECTRONICS, INC.**

FILED  
98 OCT 29 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006, Florida Statutes, I, the undersigned President and sole Director of Atlantic Electronics, Inc., do hereby execute on behalf of the Corporation the following Articles of Amendment to the Corporation's Articles of Incorporation, including any amendments thereto, which amendments were unanimously approved by the Directors and registered Shareholders of the Corporation in the manner prescribed by §§607.0704 and 607.0821, Florida Statutes:

1. Article III of the Articles of Incorporation, including any amendments thereto, shall be entirely deleted and rewritten as follows:

The Corporation is authorized to issue 50,000 shares of common voting stock at no par value; 950,000 shares of common non-voting stock at no par value; and 500,000 shares of preferred stock at One Dollar (\$1.00) 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. The preferred 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 common 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.

The holders of the preferred shares shall be entitled to be allocated on the books of the Company a preferred yield, on a cumulative and compounding basis, at the rate of nine percent (9%) per annum on the par value plus accumulated and unpaid yield. To the extent not paid, such yield shall accumulate and compound as an accrued yield with respect to the preferred shares until paid as a dividend. To the extent the Board of Directors of the Company, in its discretion, declares a dividend, such dividend to the holders of the preferred shares shall reduce such accrual of such yield. All dividends accrued in excess of such nine

percent (9%) yield, on a cumulative and compounding basis, shall be accrued and allocated on the books of the Company to the common shares and if paid will be paid upon the common shares on a pro-rata basis to all then outstanding common shares per share, including common voting shares and common non-voting shares. Therefore, the common non-voting shares shall be entitled to the same per share dividends as the common voting shares.

In the case of any dissolution, liquidation or winding up of the Company, the surplus assets after payment of debts shall first be paid to the holders of the preferred shares to the extent of the par value thereof plus an amount equal to the accrued and unpaid yield, including the cumulative and compounding amount set forth above, thereon to the date of payment thereof; and the remainder of the assets shall be divided among the holders of the common shares on a pro-rata basis to all then outstanding common shares per share, including both common voting shares and common non-voting shares.


2. The Articles of Incorporation, including any amendments thereto, shall remain in full force and effect in all other particulars.
3. This Amendment shall take effect October 26, 1998.
4. The Shareholders approved and adopted this Amendment to Articles of Incorporation on October 26, 1998. The number of votes cast for approval and adoption of this Amendment to Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, we have hereunto set our hands this 26 day of October, 1998.

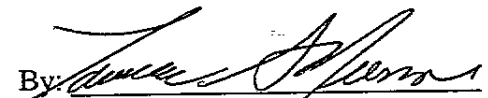
ATTEST:

  
Lawrence A. Nurmi, Secretary

ATLANTIC ELECTRONICS, INC.

By:   
Lawrence A. Nurmi, President

SOLE DIRECTOR OF ATLANTIC  
ELECTRONICS, INC.

By:   
Lawrence A. Nurmi