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From: GAIL S. ANDRE'  
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PLEASE ARRANGE FILING OF THE ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION WITH AN EFFECTIVE DATE OF TODAY, DECEMBER 28, 2000, AND RETURN TO ME A CERTIFICATION AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER. GAIL ANDRE'

BASIC AMENDMENT

FULL SAIL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

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Amendment

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 2, 2001

FULL SAIL, INC.  
3300 UNIVERSITY BLVD,  
SUITE 160  
WINTER PARK, FL 32792

SUBJECT: FULL SAIL, INC.  
REF: 694899

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Darlene Connell  
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314.

**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
FULL SAIL, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is FULL SAIL, INC., and it was organized in Florida on July 9, 1981, as Full Sail Recorders, Inc. under Charter Number 694899.
2. The following amendments of the Articles of Incorporation were adopted by unanimous consent of the Corporation's board of directors and by all of the shareholders of the only class entitled to vote on the matter on December 28<sup>th</sup>, 2000, in accordance with Sections 607.0704 and 607.1003, Florida Statutes.
3. Article IV of the Articles of Incorporation of the Corporation is deleted in its entirety and the following is substituted therefor:

**"ARTICLE IV: AUTHORIZED SHARES**

The total number of shares of all classes of stock which the corporation shall have authority to issue and have outstanding at any one point in time is ten million (10,000,000) shares of common stock, par value \$.01 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares."

4. Article VI of the Articles of Incorporation of the Corporation is deleted in its entirety and the following is substituted therefor:

**"ARTICLE VI: BOARD OF DIRECTORS**

- A. The number of Directors of this corporation shall be three.
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the affirmative vote of seventy-five percent (75%) of the shareholders, but the number of Directors shall never be less than one.
- C. All shareholders are entitled to cumulate their votes for Directors by multiplying the number of votes to be cast by the number of directors for whom they are entitled to vote and casting the product for a single candidate or distributing the product among two or more candidates.

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D. The provisions of this Article VI may be amended only by the affirmative vote of seventy-five percent (75%) of the shareholders."

5. This Amendment shall be effective upon filing with the Florida Secretary of State, Division of Corporations.


IN WITNESS WHEREOF, the undersigned officers of Full Sail, Inc., have executed these Articles of Amendment as of this 28th day of December, 2000.

FULL SAIL, INC.

By: 

Its President  
Jonathan D. Phelps

ATTEST:

  
Its Secretary. Jonathan D. Phelps