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2008 JUL 31 AM 10:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended

259

7-31-08

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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CITRUS CENTER
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ORLANDO, FLORIDA 32801

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E-MAIL: JPG7300@AOL.COM

JOHN P. GREELEY

July 30, 2008

Via Federal Express

Department of State
Attention: Karon Beyer
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Amendment to the Articles of Incorporation for Unique Electronics, Inc.

Dear Karon:

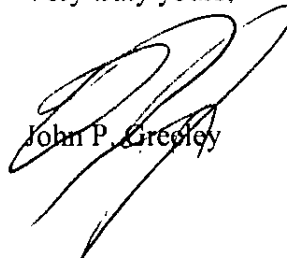
Enclosed are the following documents relating to the above-referenced corporation:

1. An original and two copies of an Amendment to the Articles of Incorporation of Unique Electronics, Inc.
2. A check in the amount of \$52.50 (\$35.00 for filing fee and \$17.50 for ^{two} ~~one~~ certified copies of the Articles of Amendment to the Articles of Incorporation).

Please file the enclosed document as soon as possible and return to us two certified copies of the Amendment.

If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience. As always, we appreciate your assistance.

Very truly yours,



John P. Greeley

JPG:erw
Enclosures
Copy to:

James A. Giuliano
Unique Electronics, Inc.

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2008 JUL 31 AM 10:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
RESTATED ARTICLES OF INCORPORATION
OF
UNIQUE ELECTRONICS, INC.**

Pursuant to Section 607.1006, Florida Statutes, the Restated Articles of Incorporation of Unique Electronics, Inc. are hereby amended as follows:

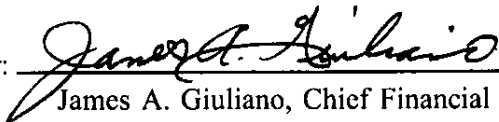
FIRST: Article IV, Section B(5) of the Restated Articles of Incorporation is hereby amended by deleting the last sentence of such Section in its entirety and inserting the following in lieu thereof:

Notwithstanding the foregoing, if at any time on or after June 1, 2008 (i) the number of shares of Class B Common Stock owned by the holders of Class B Common Stock constitutes in excess of 80% of the number of Class A Common Stock and Class B Common Stock outstanding and (ii) the Corporation desires to become an "S Corporation" pursuant to Section 1361 of the Internal Revenue Code of 1986, as amended, then each share of Class B Common Stock shall be automatically reclassified and changed (without any further act) into one fully-paid and nonassessable share of Class A Common Stock.

SECOND: The foregoing amendment was adopted by the holders of all the outstanding shares of Class A Common Stock and Class B Common Stock, being the sole voting groups entitled to vote on the amendment, on July 29, 2008 and the number of votes cast for the amendment was sufficient for approval by such holders of common stock.

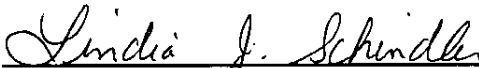
IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed and attested to by its duly authorized officer as of this 29th day of July, 2008.

UNIQUE ELECTRONICS, INC.

By: 
James A. Giuliano, Chief Financial Officer,
Secretary and Treasurer

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of July, 2008, by James A. Giuliano, Chief Financial Officer, Secretary and Treasurer of Unique Electronics, Inc., on behalf of the Corporation.


Printed Name: Linda J. Schindler
Notary Public, State of Florida

Personally Known ☒ or Produced Identification ☐
Type of Identification Produced _____

LINDIA J. SCHINDLER
Notary Public, State of Florida
My comm. exp. March 2, 2011
Comm. No. DD634299