

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Audio Group Inc.

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****175.00 *****35.00

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SECRETARY OF CORPORATION

File Second

2 of 3

Signature

Requested by:

Chen 12:11 841

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

None

LTD Partnership File

Change

Foreign Corp. File

Amend

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
98 DEC 11 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE AUDIO GROUP, INC.

98 DEC 11 PM 2:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST:

The name of the corporation is: The Audio Group, Inc.

SECOND:

The following amendment of the Articles of Incorporation was adopted by the corporation:

First: The name of the corporation is: Niles Audio Corporation.

THIRD:

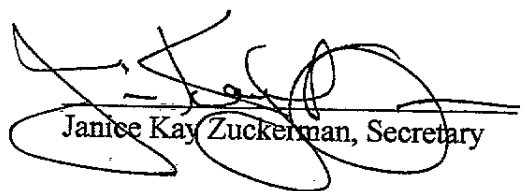
The following amendment of the Articles of Incorporation was adopted by the corporation:

Second: the maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 5000 shares of common stock having a par value of \$1.00 per share.

FOURTH:

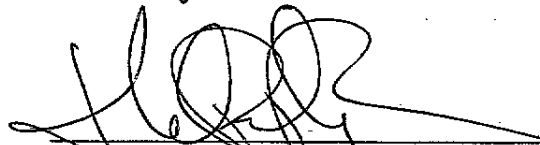
The above amendment was adopted by all of the shareholders and directors of the corporation on December 7, 1998.


Ivan Zuckerman, President


Janice Kay Zuckerman, Secretary

STATE OF FLORIDA }
 }
COUNTY OF MIAMI-DADE }

SWORN TO AND SUBSCRIBED before me by Ivan Zuckerman, who is known to me
and Janice Kay Zuckerman, who is known to me, the President and Secretary of The Audio
Group, Inc., a Florida corporation on the 8th day of December, 1998.


Notary Public, State of Florida at Large

My Commission expires:

