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August 18, 1999

Secretary of State  
Bureau of Corporate Records  
Attention: Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

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-08/20/99--01027--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment to Articles of Incorporation of M.P.  
Electronics, Inc.  
Effective Date: Date of Filing

Dear Sir or Madam:

In connection with the amendment of the Articles of Incorporation of above corporation, I have enclosed the following:

1. Two signed originals of Articles of Amendment to Articles of Incorporation of M.P. Electronics, Inc.
2. A check in the amount of \$35.00 made payable to the Department of State to cover the filing fee.

Please endorse your approval of the Articles of Amendment to Articles of Incorporation on the additional signed copy of the Articles of Amendment and return the docketed copy to me.

Please contact me if you have any questions or need additional information.

Sincerely,

  
Jeffrey M. Koltun

JMK:kt  
Enclosures  
cc: Mr. Mark McCartney

*Amend*

V. SHEPARD AUG 26 1999

FILED  
AUG 20 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
M.P. ELECTRONICS, INC.

FILED  
99 AUG 20 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the *Florida Statutes*, M.P. Electronics, Inc., a corporation organized and existing under the laws of the State of Florida, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Section 1 - Name

The name of the corporation is M.P. Electronics, Inc. (hereinafter referred to as the "Corporation").

Section 2 - Adoption and Text of Amendments

All of the members of the Board of Directors of the Corporation approved the following resolution amending the Articles of Incorporation by written consent dated August 12<sup>th</sup>, 1999, in accordance with the provisions of Section 607.0821 of the *Florida Statutes*, and all of the Shareholders of the Corporation approved the resolution amending the Articles of Incorporation by written consent dated August 12<sup>th</sup>, 1999, in accordance with the provisions of Section 607.0704 of the *Florida Statutes*:

**RESOLVED**, that effective July 1, 1999, Article III of the Articles of Incorporation shall be amended in its entirety as follows:

"The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000), of which One Thousand (1,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of voting common stock, and Nine Thousand (9,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of non-voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of voting and non-voting common stock, are as follows:

Holders of voting common stock of the Corporation shall be entitled to one (1) vote for each share of voting common stock standing in his, her or its name at any and all meetings of the shareholders of the Corporation. Holders of non-voting common stock shall not be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights and features with respect to the shares of non-voting common stock shall be identical in all respects to those of the shares of voting common stock."

**RESOLVED**, that Article VII of the Articles of Incorporation shall be amended in its entirety as follows:

"The Corporation shall maintain a Board of Directors whose number shall be no less than one (1). The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1)."

Dated this 12<sup>th</sup> day of August, 1999.

M.P. Electronics, Inc.

By: 

James E. Gallagher, President