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DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FL. 32314

100004797931---4 -01/25/02--01053--001 *****35.00 *****35.00

DEAR-SIRS,

ENCLOSED PLEASE FIND A COPY OF THE AGREEMENT TO PURCHASE COMMON STOCK AND THE ARTICLES OF AMENDMENT TO THE CORPORATION OF:

ASSOCIATED ELECTRONICS SALES & SERVICE, INC.

ALSO ENCLOSED IS A CHECK IN THE AMOUNT OF \$35.00 MADE PAYABLE TO THE DEPARTMENT OF STATE FOR THE FILING FEES.

PLEASE RETURN THE AMENDMENT FILING TO:

WILLIAM & EVELYN KRAMER 1788 WEST SHORES ROAD MELBOURNE, FL. 32935 PHONE # 321-253-0825

THANK YOU FOR YOUR PROMPT REPLY.

SINCERELY,

WILLIAM & EVELYN KRAMER

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

D2 JAN 25 AM II: 34
SECRETARY OF A TORIGOTORY

ASSOCIATED ELECTRONICS SALES & SERVICE, INC.

(present name)

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(Document Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VIII- THE BOARD OF DIRECTORS SHALL CONSIST OF (2)
DIRECTORS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR
DIMINISHED FROM TIME TO TIME BY THE SHAREHOLDERS, BUT SHALL NEVER
BE LESS THAN ONE. FOLLOWING ARE THE NAMES AND ADDRESSES OF THE
NEW DIRECTORS:

WILLIAM O. KRAMER 1788 WEST SHORES ROAD 51% MELBOURNE, FL. 32935

EVELYN A. KRAMER 1788 WEST SHORES ROAD 49% MELBOURNE, FL. 32935

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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	# S 2
THIRD: The date of each amendment's adoption: $12-21-01$	
FOURTH: Adoption of Amendment(s) (CHECK ONE)	
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient
	for approval by(voting group)
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 21st day of December, 2001.
Signature_	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	(2) a an ootor it adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	(-) — mostpotator it adopted by the incorporators)
	(Typed or printed name)
	(Title)