



P02000098114

ACCOUNT NO. : 072100000032

REFERENCE : 770285 11654A

AUTHORIZATION :

COST LIMIT : \$ 43.75

FILED
02 OCT -8 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Pignatelli

ORDER DATE : October 3, 2002

ORDER TIME : 11:55 AM

ORDER NO. : 770285-005

CUSTOMER NO: 11654A

100008274681--8

CUSTOMER: Ms. Maria Acosta
Holtzman Equels & Furia
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

DOMESTIC AMENDMENT FILING

NAME: C.V. ACQUISITION CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Heather Powell -- EXT# 1155

EXAMINER'S INITIALS:

RESUBMIT
Please give original
submission date as file date.

RECEIVED
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TALLAHASSEE, FLORIDA

N.C.

C. Coulliette OCT 08 2002



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 7, 2002

CSC
ATTN: HEATHER
TALLAHASSEE, FL

SUBJECT: C.V. ACQUISITION CORP.
Ref. Number: P02000098114

RESUBMIT
Please give original
submission date as file date.

02 OCT -8 PM 4:37
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for C.V. ACQUISITION CORP. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 702A00056165

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
C.V. ACQUISITION CORP.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is C.V. Acquisition Corp. (the "Corporation")
2. The Corporation's Articles of Incorporation are hereby amended as follows:
 - (a) Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE I - NAME"

The name of the corporation is:

CERWIN-VEGA, INC.

3. These Articles of Amendment were adopted on the 3rd day of October, 2002, by the Corporation's directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, Gerard Cohen, as President of the Corporation, has caused these Articles of Amendment to be executed on this 3 day of October, 2002.

WITNESS:

Sign:

Patricia Fox

Print:

PATRICIA FOX

By:

Arthur J. Furani under p/o/a
for Gerard Cohen

**UNANIMOUS WRITTEN CONSENT OF
THE SOLE SHAREHOLDER OF C.V. ACQUISITION CORP.**

The undersigned, being the sole shareholder of C.V. Acquisition Corp., a Florida corporation ("Corporation"), does hereby unanimously consent, without a meeting of the shareholders of the Corporation pursuant to §607.0821 of the Florida Business Corporation Act, to the adoption of the following resolutions upon the execution of this Unanimous Written Consent:

WHEREAS, the sole shareholder of the Corporation has determined that it would be in the best interest of the Corporation to change its corporate name to Cerwin-Vega, Inc.

NOW, THEREFORE, BE IT

RESOLVED, that the Corporation is hereby authorized to change its corporate name to Cerwin-Vega, Inc.; and

FURTHER RESOLVED, that the President, Gerard Cohen, or his designated Attorney-in-Fact, of the Corporation be, and he hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to take any and all action necessary to effectuate the foregoing resolutions, including approving any instruments, agreements, certificates, papers and documents, and filing and recording the same with the State of Florida, and any other jurisdiction where the Corporation does business, and to do such other things, as he may deem necessary and desirable to effectuate the actions authorized by the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, constituting the sole shareholder of the Corporation, has executed this Action by Unanimous Written Consent on this 3 day of October, 2002.

SOLE SHAREHOLDER:

STANTON MAGNETICS, INC.

Gerard Cohen
Gerard Cohen, President