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BASIC AMENDMENT

AUDIO EASE, INC.

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*Amend cc
10 7/27/05*

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
AUDIO EASE, INC.**

AUDIO EASE, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting paragraph 7.1 of Article 7 in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,850) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00)."

2. The foregoing amendment shall become effective as of July 25, 2005.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §607.0821, .0704, .1003 and .1006, Florida Statutes, the shareholders and directors of the corporation having executed a written statement, dated effective July 25, 2005, manifesting their intention that the amendment be adopted.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its Vice President this 25th day of July, 2005.

AUDIO EASE, INC.

By: Andrea M. Chang
Andrea M. Chang, Vice President

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