

P94000009048

ALLEN, LANG, MORRISON & CAROTTO, P.A.
ATTORNEYS AT LAW

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October 14, 1997

FILED
97 OCT 15 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Mr. John Hall
Halls Delivery Service
464 Freddie Martin Drive
Tallahassee, FL 32301

681-0619

500002321235--5
-10/15/97--01084--011
*****87.50 *****87.50

Re: Acoustic Engineering, Inc.

Amend

Dear John:

Enclosed please find original and one copy of Articles of Amendment to Articles of Incorporation for the above corporation.

Also enclosed are two checks, each in the amount of \$87.50, representing \$35 filing fee and \$52.50 for a certified copy.

Please file with the Secretary of State's office, wait for the certified copies and return the certified copy to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

Bohly
Barbara J. Coad, PLS
Secretary to Thomas R. Allen

Enclosures

10/16/97
104
10H
10H

all when ready

RECEIVED
97 OCT 15 PM 1:14
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ACOUSTIC ENGINEERING, INC.

FILED
97 OCT 15 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of ACOUSTIC ENGINEERING, INC. heretofore approved and filed in the office of the Secretary of State of Florida on February 4, 1994, Document No. P94000009048, pursuant to Section 607.1006 of the Florida Business Corporation Act, is hereby amended in the following particulars:

1. Article IV of the Articles of Incorporation is amended to read as follows:

"ARTICLE IV

This corporation is authorized to issue two thousand (2,000) shares of capital stock, which shall be designated Common Shares with ONE AND NO/100 DOLLAR (\$1.00) par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation for such consideration as they in their discretion shall determine."

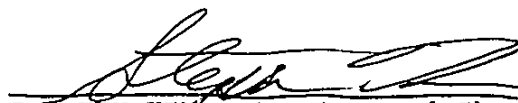
2. Article V of the Articles of Incorporation is hereby deleted in its entirety.

3. The foregoing amendment was unanimously adopted by all of the directors and all of the shareholders of the Corporation by unanimous written consent as dated below.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, the undersigned being all of the directors and all of the shareholders of the Corporation have executed these Articles of Amendment as dated below.

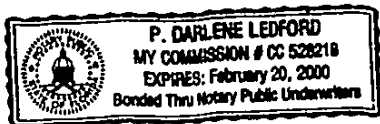
Date: 8/20


STEPHEN KEM, Director and Shareholder
Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20
day of August, 1997 by STEPHEN KEM, a director and a

shareholder of ACOUSTIC ENGINEERING, INC., a Florida corporation,
who is personally known to me or who produced ET Dr Li
as identification.



P. Darlene Ledford
NOTARY PUBLIC
P. DARLENE LEDFORD

Print Name

My Commission expires: 2.20.2000

Commission Number: 528218

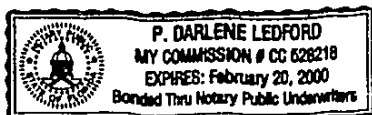
Date:

8/20/97

Kalon Hoard
KALON HOARD, Director and Shareholder

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20th day of August, 1997 by KALON HOARD, a director and a shareholder of ACOUSTIC ENGINEERING, INC., a Florida corporation, who is personally known to me or who produced FI Dr License as identification.



P. Darlene Ledford
NOTARY PUBLIC

P. DARLENE LEDFORD

Print Name

My Commission expires: 2-20-2000

Commission Number: 528218

Date:

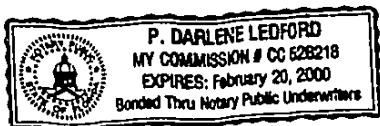
8/20/97

Scott Rhodes

SCOTT RHODES, Director and Shareholder

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20
day of August, 1997 by SCOTT RHODES, a director and a
shareholder of ACOUSTIC ENGINEERING, INC., a Florida corporation,
who is personally known to me or who produced FL. DR. LICENSE
as identification.



P. Darlene Ledford
NOTARY PUBLIC

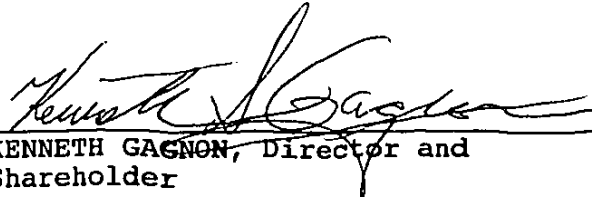
P. DARLENE LEDFORD

Print Name

My Commission expires: 2-20-2000


Commission Number: 528218

Date: 8-13-97


KENNETH GAGNON, Director and
Shareholder

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13
day of August, 1997 by KENNETH GAGNON, a director and a
shareholder of ACOUSTIC ENGINEERING, INC., a Florida corporation,
who is personally known to me or who produced N/A
as identification.

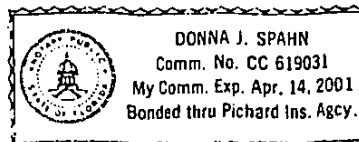

NOTARY PUBLIC

DONNA J. Spahn

Print Name

My Commission expires:

Commission Number:



Date: Oct 1, 1997

Steven Tumanski
STEVEN TUMANSUILLI, Shareholder
STEFAN TUMANSUILLI

Washington
STATE OF ~~FLORIDA~~
COUNTY OF ~~ORANGE~~ Snohomish

The foregoing instrument was acknowledged before me this 1
day of October, 1997 by STEVEN TUMANSUILLI, a shareholder
of ACOUSTIC ENGINEERING, INC., a Florida corporation, who is
personally known to me or who produced Florida Drivers License
as identification.

Bonnie M. Silcox
NOTARY PUBLIC
Bonnie M. Silcox
Print Name
My Commission expires: 8-8-99
~~Commission Number:~~

Date: August 25, 1997 Ernest Gagnon
ERNEST GAGNON, Shareholder

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th
day of August, 1997 by ERNEST GAGNON, a shareholder of
ACOUSTIC ENGINEERING, INC., a Florida corporation, who is
personally known to me or who produced IT Drivers License # 021415456
as identification.

Carol S. Peplow
NOTARY PUBLIC
CAROL S. PELOW
Print Name
My Commission expires:
Commission Number:

My Commission Exp. In: 31, 2002