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Account Number : 075410000050

Phone : (305) 854-5900

Fax Number : (305) 857-9322

BASIC AMENDMENT

SOUTHERN AUDIO VISUAL, INC.

Certificate of Status	0
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Amendment
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DIVISION OF CORPORATIONS

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**ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF
SOUTHERN AUDIO VISUAL, INC.
a Florida Corporation**

Pursuant to Sections 607.1003 and 607.1006, Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Articles of Incorporation are amended by deleting Article III which relates to the authorized capital stock of the Corporation in its entirety and replacing it with the following new Article III:

"ARTICLE III-CAPITAL STOCK"

The authorized capital stock, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
7,500	\$.50	Class A Voting Common Stock
7,500	\$.50	Class B Non- Voting Common Stock

The relative rights, privileges and limitations of Class A Voting Common Stock and Class B Non-Voting Common Stock shall be in all respects identical, share for share, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Voting Common Stock and, except as otherwise required by law, the holders of the Class B Non-Voting Common Stock shall not have any voting power or be entitled to receive any notice of meetings of Shareholders.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

The holders of the corporation's outstanding voting common shares, \$1.00 par value shall be entitled to exchange such outstanding shares for the same number of each of the corporation's Class A Voting Common Stock, \$.50 par value and Class B Non-Voting Common Stock, \$.50 par value.

Prepared by: Eileen Trautman, Esq.
Florida Bar No. 184844
2601 South Bayshore Drive, 19th Floor
Miami, Florida 33133
(305) 854-5900

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2. All of the Directors and all of the Shareholders of the Corporation, entitled to vote, adopted the foregoing Amendment by signing a written statement manifesting their intention to adopt same on October 20, 1998

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment to the Articles of Incorporation on this 30 day of October 1998, and does hereby certify that the facts stated in these Articles of Amendment to the Articles of Incorporation are true and correct.

Southern Audio Visual, Inc., a Florida corporation

By: 

Paul Lowenthal, President

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