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SOUTHERN AUDIO VISUAL, INC.

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 name of the corporation (hereinafter the "Corporation") is Southern Audio Visual, Inc.
2. The Articles of Incorporation of the Corporation are hereby amended by deleting Article III which relates to the authorized capital stock of the Corporation in its entirety and by substituting in lieu of said Article the following new Article:

**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	\$0.01	Class A Voting Common Stock
7,500	\$0.01	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 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 from time to time.

The outstanding share certificates representing the outstanding shares of the Corporation's Class A Voting Common Stock, \$0.50 par value per share, shall be deemed

to represent the same number of the Corporation's Class A Voting Common Stock, \$0.01 par value per share, and the outstanding share certificates representing the outstanding shares of the Corporation's Class B Non-Voting Common Stock, \$0.50 par value per share, shall be deemed to represent the same number of the Corporation's Class B Non-Voting Common Stock, \$0.01 par value per share.

3. The foregoing Articles of Amendment to the Articles of Incorporation were adopted by the Board of Directors and all of the holders of the Corporation's issued and outstanding shares of capital stock entitled to vote on the matter by joint written consent dated as of the date hereof. Therefore, the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Co-Chief Executive Officer of the Corporation has executed these Articles of Amendment to the Articles of Incorporation on this 17th day of December, 2008, and does hereby certify that the facts stated herein are true and correct.

**SOUTHERN AUDIO VISUAL, INC.**

By: \_\_\_\_\_

  
Paul Lowenthal

Co-Chief Executive Officer