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LAZARUS CORPORATE FILING SERVICE, INC.
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LOCAL REPRESENTATIVE TALLAHASSEE

300002787183--6
-02/25/99-01056-006
*****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ADVANCED ELECTRONICS DISTRIBUTORS,
(Corporation Name) (Document #)
2. INC.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in
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 Will wait
 Photocopy
 Certificate of Status

FILED
 99 FEB 25 PM 12:52
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 99 FEB 25 AM 11:29
 DIVISION OF CORPORATION

Examiner's Initials See 2/25

ARTICLES OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Advanced Electronics Distributors, Inc.

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts
The following articles of amendment to its articles of incorporation:*

FIRST: Amendment(s) adopted: (indicate article number(s) being amended,
added or deleted)

Article VII: We will delete Fleary, Neal as Vice-President and leave Orlando Robinson as the president and director.

SECOND: If an amendment provides for an exchange, reclassification or cancellation Of issued shares, provisions for implementing the amendment if not Contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: February 22, 1999

FOURTH: Adoption of Amendment(s) (check one)

 x the amendment(s) was/were approved by the shareholders. The number of
votes

cast for the amendment(s) was/were sufficient for approval.

the amendment(s) was/were approved by the shareholders through voting groups.

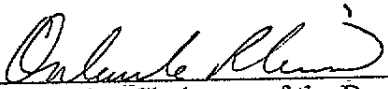
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

“The number of votes cast for the amendment(s) was/were sufficient for approval by _____”
(voting group)

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholders action was not required.

Signed this 22 day of February, 1999.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Robinson, Orlando
President