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March 4, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/03/98--01115--005
*****35.00 *****35.00

To whom it may concern:

The enclosed check was inadvertently omitted from our correspondence of March 3, 1998 (see enclosed copy). I regret any inconvenience this may have caused.

Sincerely,



Arlene Reyes

Secretary to Carlos M. Tornero

FILED
98 MAR -9 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/c Amend

See
3/10

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March 3, 1998

VIA CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

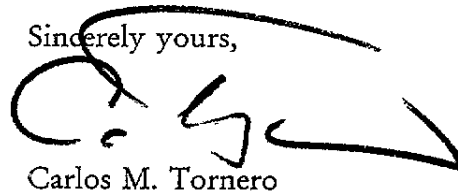
Re: Articles of Amendment to the Articles of
Incorporation of Orion Electronics Devices, Inc.

To whom it may concern:

I am enclosing a check in the amount of \$35.00 made payable to the Department of State and one original and one copy of the Articles of Amendment to Articles of Incorporation of Orion Electronics Devices, Inc. Please file and return a date-stamped copy of the filing to me as soon as practicable.

Thank you for your attention to this matter.

Sincerely yours,



Carlos M. Tornero

CMT/apr

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RECEIVED
98 MAR -9 AM 8:17
DIVISION OF CORPORATIONS

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688, 767

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ORION ELECTRONICS DEVICES, INC.

FILED
98 MAR -9 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is ORION ELECTRONICS DEVICES, INC. (the "Company").

2. Article I of the Articles of Incorporation of the Company is hereby amended to read as follows:

ARTICLE I

The name of this corporation is:

ORION AMERICA TRADERS, INC.

3. This Amendment was recommended by the Board of Directors to the Company's shareholders on March 3, 1998.

4. This Amendment was approved on March 3, 1998 by the holders of all of the Company's issued and outstanding shares of Common Stock, which is the only class of the Company's stock entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 3 day of March, 1998.


Gianfranco Baioni
President--Director