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LAW FIRM OF LARSON-JACKSON

A PROFESSIONAL CORPORATION

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WRITER'S DIRECT DIAL:

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November 24, 1997

Karen Gibson
Corporate Specialist
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

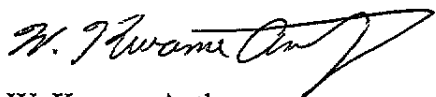
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: The Storm High Performance Sound Corporation
Amended Articles of Incorporation

Dear Ms. Gibson:

I enclose for filing the following documents: 1) Directors Resolution Amending Articles and Amended and Restated Articles of Incorporation of The Storm High Performance Sound Corporation; 2) Action Taken by Written Consent of the Shareholders of The Storm High Performance Sound Corporation; and 3) Notice to Shareholders as to Action of Shareholders Taken Without Meeting. I include an additional copy for stamp and return.

Sincerely,



W. Kwame Anthony

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**DIRECTORS RESOLUTION AMENDING ARTICLES
AND
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE STORM HIGH PERFORMANCE SOUND CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida Statutes, The Storm High Performance Sound Corporation, A Florida corporation (the "Corporation"), certifies that:

- (1) The original articles of incorporation of the Corporation were filed by the Department of State on June 12, 1997;
- (2) Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors on July 22, 1997;
- (3) Further Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors on November 18, 1997.

RESOLVED, that the articles of incorporation of the Corporation are amended as follows:

Article V reading as follows: "The Corporation shall have the authority to issue 8,500,000 shares of common stock, par value zero per share." is amended to read "The Corporation shall have the authority to issue 50,000,000 shares, par value \$.0001 per share."

FURTHER RESOLVED, that on November 18, 1997, shareholders being collectively the holders of not less than a majority of the outstanding shares entitled to vote with respect to this amendment have waived notice and consented to this amendment; and

FURTHER RESOLVED, that submission of a proposed amendment to each shareholder at an annual or special meeting is unnecessary.

There are no discrepancies between the provisions of the Articles of Incorporation, as amended, and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the foregoing amendments, which were adopted pursuant to Section 607.1003, Florida Statutes, and the omission of matters of historical interest.

The text of the Articles of Incorporation of the Corporation is restated with the amendment described above, effective as of the date of filing with the Department of State, to read as follows:

Article I. Name

The name of this Florida corporation is:

The Storm High Performance Sound Corporation

Article II. Address

The mailing address of the Corporation is:

The Storm High Performance Sound Corporation

Law Firm of Larson-Jackson, P.C.

1275 K Street, N.W., Suite 1101

Washington, DC 20005

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.

4521 PGA Boulevard #211

Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Robert Hannaberry

Leonard Zacharoff

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Article V. Capital Stock

The Corporation shall have the authority to issue 50,000,000 shares of common stock, par value \$.0001 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.

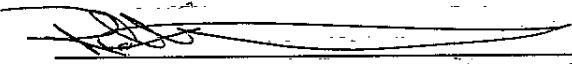
401 Ocean Drive #312 (Door Code 125)

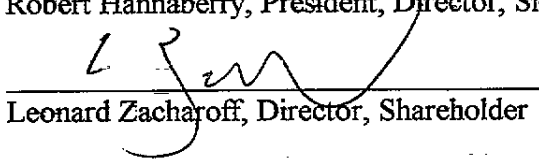
Miami Beach FL 33139-6629

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 12, 1997.

The undersigned have executed, subscribed and acknowledged these Amended and Restated Articles of Incorporation on November 18, 1997.


Robert Hannaberry, President, Director, Shareholder


Leonard Zacharoff, Director, Shareholder

ACTION TAKEN BY WRITTEN CONSENT
OF THE
SHAREHOLDERS OF
THE STORM HIGH PERFORMANCE SOUND CORPORATION

We, the undersigned shareholders of The Storm High Performance Sound Corporation, A Florida corporation, being collectively the holders of not less than a majority of the outstanding shares entitled to vote with respect to the subject matter, and each entitled to vote the number of shares set forth under his name below, authorize the amendment to the Articles of Incorporation as set forth in the Directors Resolution Amending Articles and Amended and Restated Articles of Incorporation of the Storm High Performance Sound Corporation of November 18, 1997, such action being taken without a meeting of the remaining shareholders.

This authorization shall be filed with the secretary of the Corporation.



Robert Hannaberry
PO Box 3021 RR #6
Pembroke, Ontario Canada K8A-6W7
Owner of 3,734,526 shares

Nov. 18/97
Date




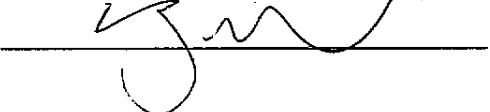
Leonard Zacharoff
2-68 Pembroke St. West
Pembroke, Ontario Canada K8A-5M6
Owner of 3,588,074 shares

Nov 18/97
Date

NOTICE TO SHAREHOLDERS
AS TO
ACTION OF SHAREHOLDERS TAKEN WITHOUT A MEETING

We, the undersigned shareholders of The Storm High Performance Corporation, a Florida corporation, being collectively the holders of at least a majority of the outstanding shares of the corporation entitled to vote with respect to the subject matter and each entitled to vote the number of shares set out opposite his or her name below, acting by written consent dated November 18, 1997, and in lieu of a meeting, consent to the Amendment of the Articles of Incorporation as set forth in the Directors Resolution Amending Articles and Amended and Restated Articles of Incorporation of The Storm High Performance Sound Corporation of November 18, 1997.

Executed by each of the undersigned on the date set forth opposite his or her name, below.

<u>Stockholder</u>	<u>Signature</u>	<u>Date of Execution</u>	<u>Number of Shares Owned</u>
Robert Hannaberry		Nov. 18/97	3,734,526
Leonard Zacharoff		Nov 18/97	3,588,074