

P98000061568

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March 14, 1999

Department of State
DIVISION OF CORPORATIONS
Amendment Section
409 East Gaines Street
Tallahassee, Florida 32399

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-03/16/99--01001--022
*****35.00 *****35.00

Re: ear-technic, Inc. P98000061568
Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed please find an original and Amendment to the Articles of Incorporation for the above referenced corporation for filing with the Division. I have enclosed a check in the amount of \$35 representing the filing fee for the Amendment to the Articles of Incorporation. Thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact me at the above number.

Sincerely,



Blaine H. Hibberd
For the firm

Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MR. Hibberd
Gave OK to
add PPS. by
Klaus Peter's
signature.

SP

Amend
SP 3/16/99



Articles of Amendment to Articles of Incorporation of ear-technic Inc.

The articles of incorporation of ear-technic, Inc. were amended by the corporation's board of directors on January 30, 1999. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.1006.

1. The name of the corporation is ear-technic, Inc.
2. The articles of incorporation were amended as follows:

Article II of the articles of incorporation is amended as follows:

"The principal place of business and mailing address of this corporation shall be:

534 High Street
Pottstown, PA 19464

Article III of the articles of incorporation is amended as follows:

"The Corporation is authorized to effect a division of shares of Common Stock by dividing each share of Common Stock into 100 shares creating a total of 10,000 shares of Common Stock with a par value of a par value of .01 per share. The board of directors is authorized to provide for the division of such Common Stock by filing the appropriate articles of amendment with the Secretary of State of Florida."

"The Corporation is authorized to issue 3,000 shares of Preferred Stock. The board of directors is authorized to provide for the issuance of such Preferred Stock in two classes and, by filing the appropriate articles of amendment with the Secretary of the State of Florida, is authorized to establish the number of shares to be included in each class and the preferences, limitations, and relative rights of each class."

"Of the shares of Preferred Stock, 1500 shall be designated as Class "A" 8% Preferred Stock. The Class "A" Preferred Stock shall pay a dividend of 8% per annum, payable quarterly, which shall be cumulative and payable before any dividends shall be paid on the Corporation's Common Stock."

"Of the shares of Preferred Stock, 1500 shall be designated as Class "B" 7% Preferred Stock. The Class "B" Preferred Stock shall pay a dividend of 7% per annum, payable quarterly, which shall be cumulative and payable before any dividends shall be paid on the Corporation's Common Stock. The Class "B" Preferred Stock shall be non-voting stock."

Article VII of the articles of incorporation is inserted as follows:

"The Corporation elects to have preemptive rights."

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TALLAHASSEE, FLORIDA

Article VIII of the articles of incorporation is inserted as follows:

"The Florida Control Share Acquisition sections of the Florida Business Corporation Act F.S. 607.001 through 607.0903 shall not be applicable to this corporation."

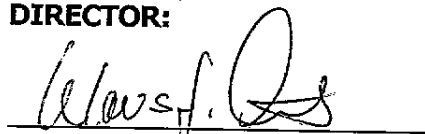
Article IX of the articles of incorporation is inserted as follows:

"Special meetings of the shareholders, for any purpose or purposes, shall be held when directed by the chair of the board, board of directors or president, or at the request of the holders of not less than one quarter of all outstanding shares of the corporation entitled to vote at the meeting."

The foregoing amendment to articles of incorporation was duly adopted by the board of directors on January 30, 1999. The foregoing amendment was adopted by duly approved shareholder action and the number of votes cast for the amendment by the shareholders was sufficient for approval.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on the date set forth below

PRESIDENT
DIRECTOR:


Klaus. J. Peter

Date: 1/30/99