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SECRETARY OF STATE  
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ARTICLES OF AMENDMENT  
TO THE  
SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DEI HOLDINGS, INC.

DEI Holdings, Inc., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment in accordance with Section 607.1006 of the Florida Business Corporation Act.

**FIRST:** The name of the Corporation is DEI Holdings, Inc.

**SECOND:** Section 4.1 of Article IV of the Second Amended and Restated Articles of Incorporation of the Corporation, as amended (the "Articles of Incorporation"), is hereby amended in its entirety to read as follows:

Section 4.1. Number. The Board of Directors of the Corporation shall consist of at least one director with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

**THIRD:** The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by written consent of the board of directors of the Corporation as of October 18, 2010.

**FOURTH:** The foregoing amendment to the Articles of Incorporation was approved by written consent of the holders of more than 66⅔% of the Common Stock of the Corporation on October 18, 2010. The number of votes cast for the amendment by the holders of Common Stock was sufficient for approval.

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IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment on October 22, 2010.

DEI HOLDINGS, INC.

By:   
Kevin P. Duffy, Executive Vice President and Chief  
Financial Officer