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BASIC AMENDMENT
PRO-FORMANCE ELECTRONICS, INC.

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AMEND
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6-18-01

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF PRO-FORMANCE ELECTRONICS, INC.**

Article IV of the Articles of Incorporation of Pro-Formance Electronics, Inc. (the "Corporation") was amended by the Corporation's Shareholders on June 14, 2001. The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to Florida Statutes Section 607.1006.

1. The name of the Corporation is Pro-Formance Electronics, Inc.
2. Article IV of the Articles of Incorporation of the Corporation is amended and restated to read as follows:

"ARTICLE IV: CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is ten thousand (10,000) shares of common stock, having a par value of \$1.00 per share. The rights attendant to all such shares shall be identical in all respects.

At least eighty percent (80%) of the issued and outstanding shares of the Corporation's common stock shall be owned by employee's of the Corporation or by a trust qualified under Internal Revenue Code Section 401(a)."

3. The foregoing amendment to the Articles of Incorporation was voted on by the Shareholders of the Corporation entitled to vote on the matter and the number of votes cast by the Shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of this Corporation has acknowledged
and executed these Articles of Amendment on the 14th of June, 2001.

PRO-FORMANCE ELECTRONICS, INC.

By: 
Louis P. Permanente, Vice President