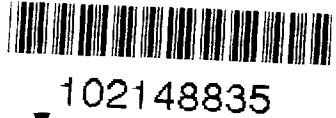


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DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): The Audio Group, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State FL 07/03/02 Other

Additional name(s) of conveying party(ies) attached? Yes No

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/07/1998

2. Name and address of receiving party(ies) Name: NILES AUDIO CORPORATION

Internal Address: Street Address: 12331 SW 130 Street City: Miami State: FL Zip: 33186

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State FL Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s): A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2034, 463, 2,299, 025

Additional number(s) attached Yes X No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Ronald Peter Roman

Internal Address: Street Address: 8306 Mills Dr., #699

City: Miami State: FL Zip: 33183

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Name of Person Signing: [Signature]

Signature: [Signature]

Date: 6-28-02

ATTY FOR REGISTRANT: Ronald P. Roman

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

07/09/2002 TDI A21 00000070 2034463

01 FC:481 40.00 DP 02 FC:482 25.00 DP

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE AUDIO GROUP, INC.

98 DEC 11 PM 2:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida General Corporations Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST:

The name of the corporation is: The Audio Group, Inc.

SECOND:

The following amendment of the Articles of Incorporation was adopted by the corporation:

First: The name of the corporation is: Niles Audio Corporation.

THIRD:

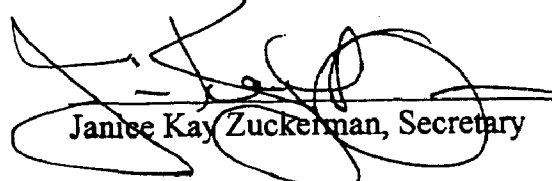
The following amendment of the Articles of Incorporation was adopted by the corporation:

Second: the maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 5000 shares of common stock having a par value of \$1.00 per share.

FOURTH:


The above amendment was adopted by all of the shareholders and directors of the corporation on December 7, 1998.


Ivan Zuckerman, President


Janice Kay Zuckerman, Secretary

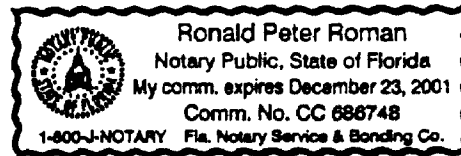
STATE OF FLORIDA }
 }
COUNTY OF MIAMI-DADE }

SWORN TO AND SUBSCRIBED before me by Ivan Zuckerman, who is known to me
and Janice Kay Zuckerman, who is known to me, the President and Secretary of The Audio
Group, Inc., a Florida corporation on the 8th day of December, 1998.



Notary Public, State of Florida at Large

My Commission expires:





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1998

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32302

Re: Document Number F71673

The Articles of Amendment to the Articles of Incorporation of THE AUDIO GROUP, INC. which changed its name to NILES AUDIO CORPORATION, a Florida corporation, were filed on December 11, 1998.

Should you have any questions regarding this matter, please telephone (850) 487-6050, the Amendment Filing Section.

Annette Ramsey
Corporate Specialist
Division of Corporations

Letter Number: 798A00058631