

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

LANG VIDEO, INC.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is LANG VIDEO, INC.

SECOND: The shareholders of the corporation on December 5, 1980, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

Paragraph sixth of the Articles of Incorporation shall read as follows:

The corporation shall have a lien on all the shares of a stockholder for any indebtedness of a stockholder due to said corporation, enforceable in such manner as the By-Laws shall provide.

In the event that any stockholder desires to dispose of his stock, he shall first offer them in writing to the corporation at the lowest price for which such stockholder is willing to sell. If the offer is not accepted by the corporation within 30 days after its receipt, said shares shall be offered in writing to the other stockholders, who shall have thirty (30) days after receipt to accept the offer. If the corporation and other stockholders decide not to purchase or make no decision within said time hereinabove mentioned, the stockholder may forthwith make such sale at the price stated in said notice, but at no other price. This restriction shall be binding upon the administrators, executors, assigns of said stockholder and trustee in bankruptcy.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1,000; and the number of shares entitled to vote thereon was 600.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
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None

FIFTH: The number of shares voted for such amendment was 600; and the number of shares voted against such amendment was -0-.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>

None

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

Dated December 1, 1980

By Thomas M. Yarb
Its President
and Freddie Yarb
Its Secretary

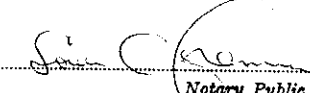
STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on this 1st day of
December, 1980, personally appeared before me STUART M.
YARLAS, who, being by me first duly sworn, declared that he is the
President of YARLAS VIDEO CORP.

that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.


Notary Public
LOUIS A. GEMIN

(NOTARIAL SEAL)

November 13, 1980

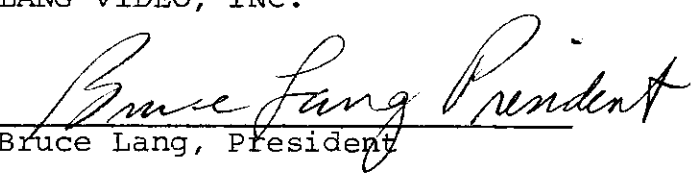
Secretary of State
State House
Providence, Rhode Island

Dear Sir:

This is to advise that this corporation Lang Video, Inc. has no objection to the corporation known as Yarlas Video Corp. changing its name to Lang Video, Inc.

LANG VIDEO, INC.

By


Bruce Lang, President

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DEC 17 1980
John