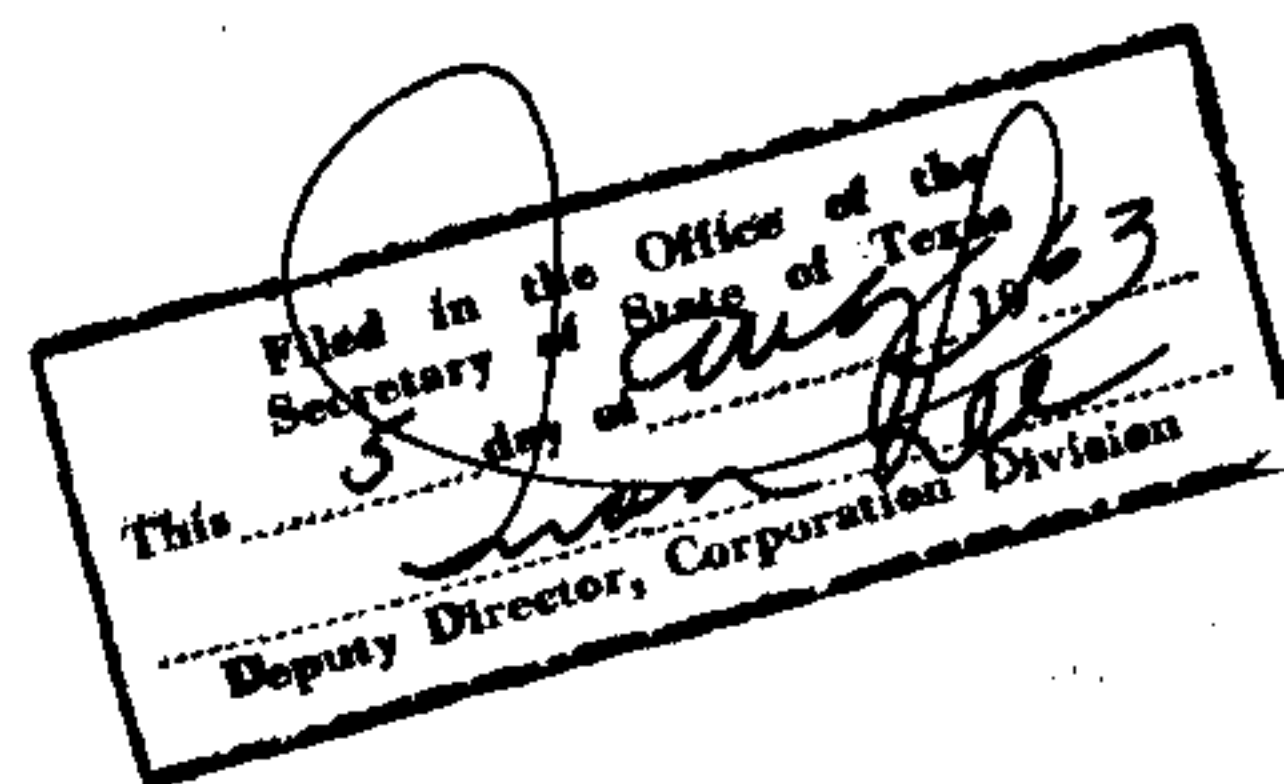


ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
U. S. SONICS, INC.



Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I.

The name of the corporation is U. S. SONICS, INC.

ARTICLE II.

The amendment to Article IV of the Articles of Incorporation is altered, and Article IV is hereby amended to read as follows:

The aggregate number of shares which the corporation shall have authority to issue is 150,000 shares, divided into two (2) classes, the description of each class and the number of shares of each class and the par value of the shares of each class being as follows:

	<u>Number of Shares</u>	<u>Par Value</u>
Common A	50,000	\$1.00 per shares
Common	100,000	\$1.00 per share

ARTICLE III.

The Holders of Class A common stock shall not be entitled to vote.

ARTICLE IV.

The number of shares of the corporation outstanding at the time of such adoption was 12,000 and the number of shares belonging to shareholders entitled to vote thereof was 12,000.

The number of shares voted for such amendment was 12,000 and the number of shares voted against such amendment was none. The adoption of the amendments to the Articles of Incorporation was June 6th, 1963.

DATED this 7th day of June, 1963.

U. S. SONICS, INC.

BY

Oris E. Bull
Its ~~Vice~~ President

ATTEST:

Edwin A. Nesbitt
Secretary

THE STATE OF TEXAS X

COUNTY OF DALLAS X

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, personally appeared EDWIN A. NESBITT, and I do hereby certify that on the 7th day of June 1963 he declared to me that he is Secretary-Treasurer of U. S. Sonics, Inc., and that he executed the foregoing instrument in the capacity therein set forth, and after being duly sworn acknowledged that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year above written.

Hope Graham
Notary Public, Dallas County, Texas