

CERTIFICATE OF AMENDMENT  
TO  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
UNIVERSAL ELECTRONICS INC.

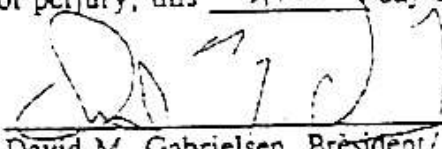
Pursuant To Section 242 Of The  
Delaware General Corporation Law


The undersigned, David M. Gabrielsen and Richard A. Firehammer, Jr., the President and Secretary, respectively, of Universal Electronics Inc., a Delaware corporation (the "Corporation"), hereby certify as follows:

1. The name of the Corporation is Universal Electronics Inc.
2. The Amendment of the Restated Certificate of Incorporation as hereinafter set forth has been duly adopted in accordance with Section 242 of the Delaware General Corporation Law.
3. The Restated Certificate of Incorporation of the Corporation is hereby amended by adding a new Article Fourteenth as follows:

FOURTEENTH: The Directors shall be divided into two (2) classes, designated as Class I and Class II. Class I Directors shall consist only of persons who are also employees of the Company and/or any subsidiary of the Company and shall be elected for a one-year term. Class II Directors shall consist of persons who are not also employees of the Company and/or any subsidiary of the Company. The number of Directors (whether in Class I or Class II) of the Company shall be as determined pursuant to the By-laws of the Company.

IN WITNESS WHEREOF, the undersigned subscribe this Certificate of Amendment on behalf of, and as the free act and deed of, the Corporation and affirm that the facts stated herein are true under penalties of perjury, this 2nd day of June, 1995.

  
David M. Gabrielsen, President

  
Richard A. Firehammer, Jr., Secretary