

**FIRST AMENDMENT TO BYLAWS
OF AUSTIN CONVENTION ENTERPRISES, INC.**

The Board of Directors Austin Convention Enterprises, Inc. (the "Corporation") hereby adopts an amendment to the Bylaws of the Corporation by amending Article II, Section 1 to read as follows:

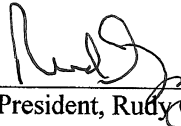
Section 1. Powers, Number and Term of Office. The property and affairs of the Corporation shall be managed and controlled by the Board of Directors and, subject to the restrictions imposed by law, the Articles of Incorporation and these Bylaws, the Board of Directors shall exercise all of the powers of the Corporation.

The Board of Directors shall consist of five directors, each of whom shall be appointed by the Governing Body.


The directors constituting the first Board of Directors shall be those directors named in the Articles of Incorporation, each of whom shall serve for six years or until his or her successor is appointed as hereinafter provided. Subsequent directors shall hold office for a term of six years or until their successors are appointed as hereinafter provided.

Any director may be removed from office, by the Governing Body, for cause or at will.


The above amendment to the Bylaws of the Corporation is hereby approved by the Board of Directors of the Corporation this May 12, 2008.



President, Rudy Garza



Vice President, Art Alfaro



Secretary/Treasurer, Leslie Browder