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ACCOUNT NO. : 072100000032
 REFERENCE : 685709 4812609
 AUTHORIZATION : *Patricia Pizit*
 COST LIMIT : \$ 70.00

FILED
 02 JAN 14 PM 2:47
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : January 11, 2002
 ORDER TIME : 1:44 PM
 ORDER NO. : 685709-005
 CUSTOMER NO: 4812609
 CUSTOMER: Adam Grandy, Legal Asst
 Holland & Knight Llp
 10 St. James Avenue
 11th Floor
 Boston, MA 02116

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 STATE OF FLORIDA
 DEPARTMENT OF REVENUE
 TALLAHASSEE, FLORIDA

FOREIGN FILINGS

5

NAME: BELL BROTHERS, INC.

BK

XXXX QUALIFICATION (TYPE: CO)

100004773641--7

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

BELL BROTHERS, INC.

UNANIMOUS CONSENT IN WRITING OF THE BOARD OF DIRECTORS

January 11, 2002


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TALLAHASSEE, FLORIDA

The undersigned, being all the Directors of BELL BROTHERS, INC., a Delaware corporation (the "Corporation"), by unanimous consent in writing pursuant to the authority contained in the General Corporation Law of Delaware, without the formality of convening a meeting, hereby severally and collectively consent to the following action of the Corporation:


VOTED: That inasmuch as the corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of the Corporation is not available for use in the State of Florida, the Corporation hereby adopts the fictitious name RPCS, Inc., for use in transacting business in the State of Florida pursuant to Section 607.1506, of the Florida Statutes.

VOTED: That the officers of the Corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed and filed so that the Corporation may obtain an Authorization to Transact Business in Florida, and to cause, the Corporation to use the said fictitious name in the transaction of business in the State of Florida.

This Consent is executed pursuant to the provisions of Section 141(f) of the Delaware General Corporation Law, shall be filed with the records of the meetings of the Board of Directors of CB CORP., and shall for all purposes be treated as votes taken at a meeting.



Mitchell Bell



Robert Bell


APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
JAN 14 AM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. Bell Brothers, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 06-1625815
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 2, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 348 Railroad Avenue, Ambler, Pennsylvania 19002
(Principal office address)
348 Railroad Avenue, Ambler, Pennsylvania 19002
(Current mailing address)
8. Sales and Service of Parking Control Equipment
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: n/a

Address: _____

Vice Chairman: n/a

Address: _____

Director: Mitchell Bell

Address: 348 Railroad Avenue, Ambler, Pennsylvania 19002

Director: Robert Bell

Address: 348 Railroad Avenue, Ambler, Pennsylvania 19002

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B. OFFICERS

President: Mitchell Bell

Address: 348 Railroad Avenue, Ambler, Pennsylvania 19002

Vice President: _____

Address: _____

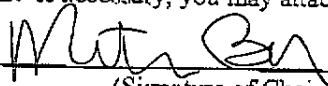
Secretary: Robert Bell

Address: 348 Railroad Avenue, Ambler, Pennsylvania 19002

Treasurer: Robert Bell

Address: 348 Railroad Avenue, Ambler, Pennsylvania 19002

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mitchell Bell, President
(Typed or printed name and capacity of person signing application)

Delaware

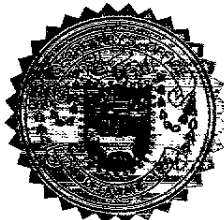
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BELL BROTHERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
02 JAN 14 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3406745 8300

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AUTHENTICATION: 1544200

DATE: 01-07-02