

F02000002417

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:
Agnes Authorized deleting
Ronald Simmons. Add: A,
Duncan Longworth instead.
OK that system shows 6 offices
exhibit A will show All seven.
12/18/02 (1a)

Office Use Only

Amend / CC
(1a) 12/19/02



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12/09/02--01075--012 **43.75

FILED
02 DEC -9 PM 4: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



December 5, 2002

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: AT Systems Southeast, Inc.
Florida Document Number F02000002417

FILED
02 DEC -9 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed AT Systems Southeast, Inc. (ATSSE) Secretary's Certificate setting forth the appointment of officers of the corporation is effective December 1, 2002 and is hereby filed with the Florida Department of State. This Certificate replaces the copy of the Resolution previously filed with the Florida Department of State on October 15, 2002 for ATSSE changing its officers. Attached is a check for the amount of \$43.75 for filing fee and certificate of status. Please update your records pursuant to the above information.

Please return all correspondence concerning this matter, including confirmation of the change in officers, to the attention of Agnes Rudolph, Vice President of Taxes, to the following mailing address:

ATI Systems International, Inc.
3280 E. Foothill Blvd. Ste. 290
Pasadena, Ca 91107
626-564-4284, ext. 106

Yours truly,

A handwritten signature in cursive script that reads 'Gerald J. Rudolph'.

Gerald J. Rudolph
Vice President

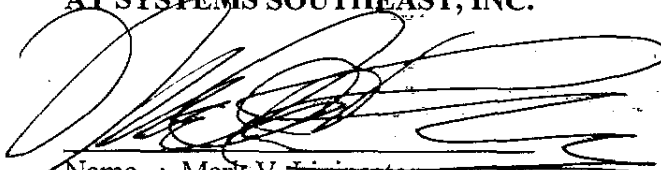
**AT SYSTEMS SOUTHEAST, INC.
SECRETARY'S CERTIFICATE**

I, Mark V. Livingston, the Secretary of AT Systems Southeast, Inc. (the "Company") hereby certify as follows:

1. Attached hereto as Exhibit A is a true and complete copy of certain resolutions adopted by the Board of Directors of the Company by unanimous written Consent, without a meeting, effective December 1, 2002 and such resolutions have not been amended or rescinded and are in full force and effect on and as of the date hereof...

IN WITNESS WHEREOF, I have executed this Certificate this December 5, 2002.

AT SYSTEMS SOUTHEAST, INC.



Name : Mark V. Livingston

Title : Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

RESOLVED: That the following persons are hereby appointed as officers of the Corporation, to the positions set forth opposite each of their respective names, until their respective successors are appointed and qualified.



Richard R. Irvin	Vice President/Secretary/Chairman of the Board
Gregory W. Irvin	Vice President
Gerald J. Rudolph	Vice President/Chief Financial Officer
Mark V. Livingston	Assistant Secretary/General Counsel
Joseph A. Longo	President/CEO
David Rugani	Controller
A. Duncan Longworth	Vice President/Treasurer