

RTAI Systems, Inc.
2255 Glades Road, Suite 124A
Boca Raton, FL 33498
Phone: (561) 241-3621
Fax: (561) 241-3055

F95000003741

April 22, 1998


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-04/30/98--01047--006
*****35.00 *****35.00

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

To Whom It May Concern:

Enclosed, please find an amended articles of incorporation for Intellisys Automotive Systems, Inc., changing the name to RTAI Systems, Inc. We are requesting that this amendment be filed with the State of Florida. We would also like a certificate of status once the amendment has been filed. Please find our check enclosed in the amount of ~~\$48.75~~ ^{35.00} which covers the \$35 amendment filing fee as well as the ~~\$8.75~~ for the certificate of status. Thank you for your assistance in this matter.

Very truly yours,


James Perretty,
Secretary

FILED
98 JUN 22 PM 12: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
RTS 6-23-98

~~W98000001044~~

~~*789,641,524, 8671*~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1998

James Perretty
% RTAL SYSTEMS, INC.
2255 Glades Road, Suite 124A
Boca Raton, FL 33498

SUBJECT: INTELLISYS AUTOMOTIVE SYSTEMS, INC.
Ref. Number: F95000003741

We have received your document for INTELLISYS AUTOMOTIVE SYSTEMS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

TO AVOID THE \$400.00 LATE FEE, PLEASE RETURN THE ANNUAL REPORT AND CHECK FOR \$158.75 TO THIS OFFICE ALONG WITH YOUR NAME CHANGE APPLICATION WITHIN 30 DAYS OF THE DATE OF THIS LETTER.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 598A00025399

RTAI Systems, Inc

June 10, 1998

FL Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Ms. Louise Flemming-Jackson

Dear Ms. Flemming-Jackson:

Pursuant to your request in the attached letter dated May 7, 1998, I have requested an original certified amendment to the certificate of incorporation for Intellisys Automotive Systems, Inc. from the State of Delaware. However, Delaware has not, as of yet, responded to my request. At this time, I would like to file the annual report under the original name, Intellisys Automotive Systems, Inc., and will file the amendment as soon as I receive the certificate from Delaware.

Thank you for your patience in this matter.

Sincerely,



Ann Mielke,
Corporate Controller

RTAI Systems, Inc

June 17, 1998

FL Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Ms. Louise Flemming-Jackson

Dear Ms. Flemming-Jackson:

Attached please find my application to file amendment along with an original certified amendment from the state of incorporation. The \$35.00 filing fee and the \$8.75 certificate of status fees have been previously submitted with the Intellisys Automotive Systems, Inc. annual report for 1997.

Thank you for your patience in this matter.

Sincerely,



Ann Mielke,
Corporate Controller

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Intellisys Automotive Systems, Inc.
Name of corporation as it appears on the records of the Department of State.

2. Delaware
Incorporated under laws of

3. 8/2/95
Date authorized to do business in Florida

SECRETARY OF STATE
FLORIDA
JUN 22 PM 12:26
FILED

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 1/7/98

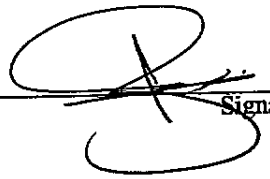
5. RTAI Systems, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
New Jurisdiction

 Signature 6/10/98 Date
Jim Perretty Typed or printed name Secretary Title

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INTELLISYS AUTOMOTIVE SYSTEMS, INC.", CHANGING ITS NAME FROM "INTELLISYS AUTOMOTIVE SYSTEMS, INC." TO "RTAI SYSTEMS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JANUARY, A.D. 1998, AT 1 O'CLOCK P.M.

FILED
98 JUN 22 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2524734 8100

981203911

AUTHENTICATION: 9127763

DATE: 06-09-98

**CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF
INTELLISYS AUTOMOTIVE SYSTEMS, INC.**

Under Section 242, As Amended, of the General Corporation Law of the State of Delaware

It is hereby certified that:

FIRST: The name of the corporation is IntelliSys Automotive Systems, Inc. (The "Corporation")

SECOND: The Certificate of Incorporation was filed with the Department of State on July 17, 1995.

THIRD: A Certificate of Correction of the Certificate of Incorporation of the Corporation was filed with the Department of State on July 27, 1995.

FOURTH: A Certificate of Amendment of the Certificate of Incorporation of the Corporation was filed with the Department of State on August 7, 1995 to provide that the authorized number of shares of the Corporation's capital stock is twenty million (20,000,000) shares.

FIFTH: A Certificate of Amendment of the Certificate of Incorporation of the Corporation was filed with the Department of State on January 14, 1997 to authorize the issuance of three million (3,000,000) shares of Class A Stock, par value \$.01.

SIXTH: The Articles of the Certificate of Incorporation of the Corporation affected by this Certificate of Amendment is Article FIRST and Article FOURTH:

SEVENTH: To accomplish the foregoing, Article FIRST of the Certificate of Incorporation is hereby amended to read as follows:

FIRST: The name of the Corporation is RTAI Systems, Inc. The name under which the Corporation was formed and transacted business since 1995 is IntelliSys Automotive Systems, Inc.

EIGHTH: To accomplish the foregoing, Article FOURTH of the Certificate of Incorporation is hereby amended to read as follows:

FOURTH: The aggregate number of shares of capital stock which the Corporation shall have authority to issue is twenty million (20,000,000) shares, consisting of fifteen million (15,000,000) shares of Common Stock, par value of \$.001 per share, three million (3,000,000) shares of Class A Stock, par value of \$.06 per share, and two million (2,000,000) shares of Preferred Stock, par value \$.01 per share. Except as otherwise expressly required by law, in all matters as to which the vote or consent of the stockholders of the Corporation shall be required or taken, the respective holders of Common Stock as a class shall be entitled to one vote for each share of Common Stock held, the respective holders of Class A Stock as a class shall not be entitled to vote for each share and the Class A Stock shall be non-voting shares, and the respective holders of Preferred Stock as a class shall not be entitled to a vote for each share and the Preferred Stock shall be non-voting shares. Except as provided herein with respect to voting rights, the relative rights, privileges, and limitations of the Common Stock and

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 01/07/1998
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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 01/07/1998
BY Cheryl Wyatt

the Class A Stock shall be in all respects identical, share for share.

The shares of Preferred Stock may be issued from time to time in one or more series, each or such series to have such designations, relative rights, preferences, and restrictions as are stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors and except as may be otherwise stated.

The holders of all series of Preferred Stock shall be entitled to receive cumulative dividends as and when declared by the Board of Directors and at such rates as shall be established by the Board of Directors. Dividends on the Preferred Shares shall be payable in preference and priority to any payment of any dividend of the Common Stock and the Class A Stock.

No holder of shares of the Corporation of any class whether now or hereafter authorized shall have any preemptive right to subscribe for, purchase or receive any shares of the Corporation of any class, whether now or hereafter authorized, or any options or warrants to purchase any such shares, or any securities convertible into or exchangeable for any such shares, which may at any time be issued, sold or offered for sale by the Corporation.

No holder of shares of the Corporation of any class whether now or hereafter authorized shall have the right to vote such shares cumulatively in any election for Board of Directors.

NOTE: The foregoing amendments of the Certificate of Incorporation of the Corporation was authorized by the unanimous written consent of the Board of Directors of the Corporation pursuant to Section 141(f) of the Delaware General Corporation Law, followed by the written consent of the holder's of a majority of the outstanding shares of the Common Stock and of the Class A Stock of the Corporation pursuant to Section 228(a) of the Delaware General Corporation Law and written notice of the foregoing shareholder consent was provided to all of the shareholders of shares of the Common Stock of the Corporation in accordance with Section 228(d) of the Delaware General Corporation Law.


Corporate Officer

Attest:

Secretary

THE COMPANY

JAN-07-98 WED 13:51

NCR PH# 734-1450

FAX NO. 3027341476

P. 04

the Class A Stock shall be in all respects identical, share for share.

The shares of Preferred Stock may be issued from time to time in one or more series, each or such series to have such designations, relative rights, preferences, and limitations as are stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors and except as may be otherwise stated.

The holders of all series of Preferred Stock shall be entitled to receive cumulative dividends as and when declared by the Board of Directors and at such rates as shall be established by the Board of Directors. Dividends on the Preferred Shares shall be payable in preference and priority to any payment of any dividend of the Common Stock and the Class A Stock.

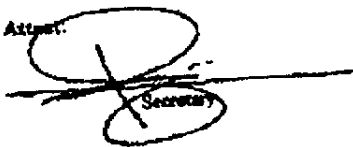
No holder of shares of the Corporation of any class whether now or hereafter authorized shall have any preemptive right to subscribe for, purchase or receive any shares of the Corporation of any class, whether now or hereafter authorized, or any options or warrants to purchase any such shares, or any securities convertible into or exchanged for any such shares, which may at any time be issued, sold or offered for sale by the Corporation.

No holder of shares of the Corporation of any class whether now or hereafter authorized shall have the right to vote such shares cumulatively in any election for Board of Directors.

NOTICE: The foregoing amendments of the Certificate of Incorporation of the Corporation was authorized by the unanimous written consent of the Board of Directors of the Corporation pursuant to Section 141(f) of the Delaware General Corporation Law, followed by the written consent of the holder's of a majority of the outstanding shares of the Common Stock and of the Class A Stock of the Corporation pursuant to Section 223(a) of the Delaware General Corporation Law and written notice of the foregoing shareholder consent was provided to all of the shareholders of shares of the Common Stock of the Corporation in accordance with Section 223(d) of the Delaware General Corporation Law.

Douglas Dick, President

Attest:


Secretary

2/10/98