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LAW OFFICES OF

WILBUR & ALLEN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

112 WEST ADAMS STREET #1700

JACKSONVILLE, FLORIDA 32202-3895

JOHN H. WILBUR P.A.
DUDLEY D. ALLEN P.A.

TELEPHONE (904) 356-4211
FAX (904) 356-4214

PLEASE REPLY TO:
POST OFFICE BOX 58
JACKSONVILLE, FLORIDA 32201

May 13, 2002

State of Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

2002 MAY 16 AM 11:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Southwest Signal Engineering Company

Gentlemen:

Pursuant to Florida Statutes §607.801, I wish to provide the following documentation in connection with the domestication in Florida of Southwest Signal Engineering Company:

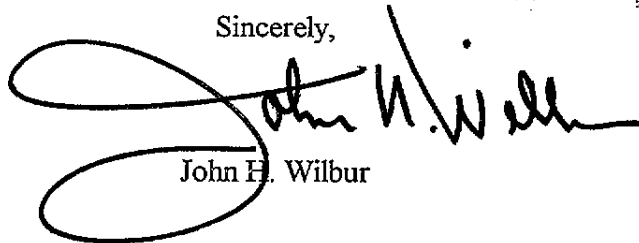
1. Certificate of Domestication.
2. Articles of Incorporation in accordance with Florida Statutes.
3. Certificate of Designation, Place of Business, and Resident Agent.
4. Our check in the amount of \$198.75 representing the filing fees of \$128.75 for the Certificate of Domestication and \$70.00 for the Articles of Incorporation..

Your records reflect that in April 1994, this Company, which was then a Nebraska corporation, qualified to do business in Florida. At this time, the Company is applying to become a domestic for profit Florida corporation.

Thank you for your assistance.

John H. Wilbur GAVE
AUTHORIZATION BY PHONE TO
CORRECT Articles
DATE 5-17-02
DOG. EXAM 77

Sincerely,


John H. Wilbur

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-05/17/02--01027--005
****198.75 ****128.75

JHW:cma
Enclosures

05-17-02

FILED

2002 MAY 16 AM 11:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DOMESTICATION
OF
SOUTHWEST SIGNAL ENGINEERING COMPANY**

On behalf of SOUTHWEST SIGNAL ENGINEERING CO., the undersigned President and Director hereby certifies, pursuant to Florida Statutes §607.1801(3) that:

A. The date on which and jurisdiction where the Corporation was first formed, incorporated, or otherwise came to being is DEC 6, 1988 in the State of Nebraska.

B. The name of the Corporation immediately prior to the filing of this Certificate of Domestication is:

SOUTHWEST SIGNAL ENGINEERING COMPANY

C. The name of the Corporation as set forth in its Articles of Incorporation filed in accordance with Paragraph 2(b) of Florida Statutes §607.1801 is:

SOUTHWEST SIGNAL ENGINEERING COMPANY

D. The jurisdiction that constituted the seat, siege social, or principal place of business of the Corporation or any other equivalent thereto under applicable law immediately prior to this Certificate of Domestication is:

NEBRASKA QUALIFIED IN FLORIDA

Dated this 29 day of January, 2002.

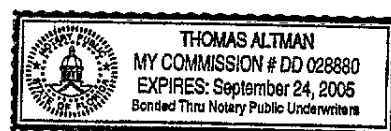
SOUTHWEST SIGNAL ENGINEERING COMPANY

By James L. Mayer
James L. Mayer, President & Director

STATE OF FLORIDA)
 :SS
COUNTY OF DUVAL)

Sworn to and subscribed before me on this 29 day of January, 2002.

Thomas Altman
Notary Public



ARTICLES OF INCORPORATION
OF
SOUTHWEST SIGNAL ENGINEERING COMPANY

ARTICLE I. NAME

The name of the corporation is:

SOUTHWEST SIGNAL ENGINEERING COMPANY

The principal office and mailing address of the corporation is 8011 Philips Highway, Suite 11, Jacksonville, Florida 32256. Its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient. The principal office and mailing address is shown above.

ARTICLE II. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of this corporation shall be 10,000 (~~100~~) shares of common stock, each share having a par value of \$ 0.10.

ARTICLE IV. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

2002 MAY 16 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

8011 Philips Highway, Suite 11
Jacksonville, Florida 32256

The name of the initial registered agent of this corporation at that address is:

James L. Mayer

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall not be less than one (1). The name and address of the initial Director of this corporation is:

James L. Mayer
8011 Philips Highway, Suite 11
Jacksonville, Florida 32256

ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE X. SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI.

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XII. AMENDMENT

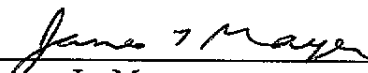
This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE XIII. INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
James L. Mayer	8011 Philips Highway, Suite 11 Jacksonville, Florida 32256

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this 29 day of January, 2002.

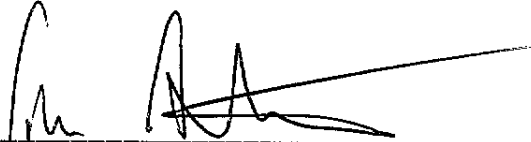


James L. Mayer
Incorporator & Director (SEAL)

STATE OF FLORIDA)
 :SS
COUNTY OF DUVAL)

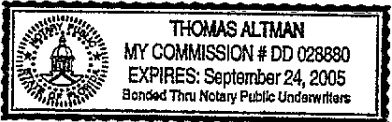
Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared James L. Mayer, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 29 day of January, 2002



Notary Public-State of Florida
at Large.

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

SOUTHWEST SIGNAL ENGINEERING COMPANY

Pursuant to Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

First--That **SOUTHWEST SIGNAL ENGINEERING COMPANY** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named James L. Mayer, located at 8011 Philips Highway, Suite 11, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open this office.

By *James L. Mayer*
James L. Mayer
(Registered Agent)

2002 MAY 16 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED