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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

INSTRUMENT TRANSFORMERS, INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT
CREATING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INSTRUMENT TRANSFORMERS, INC.

FILED
00 JUL 19 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INSTRUMENT TRANSFORMERS, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on April 21, 1975, and were amended on November 14, 1985, and on February 2, 1999.

2. The Board of Directors and shareholders of the Company deem it to be appropriate and in the best interest of the Company to make changes to its Articles of Incorporation to effect, *inter alia*, the modification of certain rights of both classes of its preferred capital stock, and further deem it appropriate to accomplish such changes through an amendment and restatement of its Articles of Incorporation (the "Amended and Restated Articles of Incorporation"). The changes effected by this amendment and restatement require approval of the holders of all classes of the Company's common stock and preferred stock. The Amended and Restated Articles of Incorporation as approved by the shareholders of the Corporation and as established and effected hereby is set forth herein.

Prepared and filed by:
William Kalish, Esq.
Kalish & Ward, P.A.
101 E. Kennedy Blvd., Ste. 4100
Tampa, FL 33602
Tel No.: (813) 222-8700
Fax No: (813) 222-8701
Florida Bar No. 216712

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3. The Amended and Restated Articles of Incorporation being effected hereby will act to cause numerous changes in the Articles of Incorporation of the Corporation, including, but not limited to, an increase in the number of shares and the modification of certain rights and preferences of the Corporation's Class A Non-Voting Preferred Stock, par value one dollar (\$1.00) per share (the "Class A Preferred Stock"), and Class B Non-Voting Preferred Stock, par value one dollar (\$1.00) per share (the "Class B Preferred Stock"), but not an elimination of such classes or otherwise a recapitalization of the Corporation.

4. Pursuant to Section 607.1003, Florida Statutes, these Articles of Amendment and the Amended and Restated Articles of Incorporation were approved by the written action of the holders of all classes of capital stock of the Corporation on the 18th day of July, 2000, and the number of votes cast by the shareholders in each class, and all shareholders as a whole, was sufficient for approval.

5. Upon the filing of these Articles of Amendment Creating Amended and Restated Articles of Incorporation, the Class A Preferred Stock and the Class B Preferred Stock shall have the rights and privileges provided for in the Amended and Restated Articles of Incorporation.

6. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida and, thereafter, the Amended and Restated Articles of Incorporation of the Corporation shall read as follows:

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INSTRUMENT TRANSFORMERS, INC.**

**ARTICLE I
NAME**

The name of this Corporation is: INSTRUMENT TRANSFORMERS, INC.

**ARTICLE II
DURATION**

The duration of this Corporation is perpetual.

**ARTICLE III
PURPOSES**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE IV
CAPITAL STOCK**

1. Authorized Capitalization. The authorized capital stock of the Corporation shall consist of:

(a) 8,000 shares of Class A Non-Voting Preferred Stock, par value \$1.00 per share (the "Class A Preferred Stock");

(b) 8,000 shares of Class B Non-Voting Preferred Stock, par value \$1.00 per share (the "Class B Preferred Stock"); and

(c) 10,000 shares of Voting Common Stock, par value \$.01 per share (the "Common Stock");

2. Payment for Stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property, or labor or

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services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock, when issued, shall be fully paid and nonassessable.

3. Voting. The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. Shares of Class A Preferred Stock and shares of Class B Preferred Stock shall not be entitled to vote on any matters brought before the stockholders for a vote, except as otherwise required by law.

4. Dividends.

(a) Common Stock. Dividends may be declared and paid on the Common Stock from funds lawfully available therefore as and when determined by the Board of Directors.

(b) Preferred Stock. Both Class A Preferred Stock and Class B Preferred Stock shall have no rights to receive or participate in any dividends.

5. Liquidation.

(a) Common Stock. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders, subject to any preferential right of any the outstanding Preferred Stock.

(b) Preferred Stock. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of each class of the Preferred Stock shall be entitled to receive, *pari passu* with the other class of Preferred Stock, an amount equal to One-Hundred Dollars (\$100.00) for each share of Preferred Stock held. Such holders shall thereafter not be entitled to any further distributions in liquidation.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this Corporation and the street address of the registered office is:

Tobin K. Johnson
1907 Calumet Street
Clearwater, Florida 33765

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ARTICLE VI
DIRECTORS

This Corporation shall have at least one (1) director but no more than fifteen (15) directors. The number of directors may be either increased or decreased from time to time by the bylaws of the Corporation, but shall be never less than one (1). A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. The directors may make or amend the Bylaws; the meeting of directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VII .
AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to Affiliated Transactions (as defined therein), shall be inapplicable to this corporation.

ARTICLE VIII
CONTROL-SHARE ACQUISITIONS

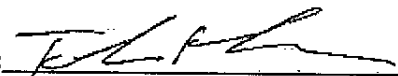
The provisions of Section 607.0902, Florida Statutes, relating to Control-Share Acquisitions (as defined therein), shall be inapplicable to this corporation.

IN WITNESS WHEREOF, INSTRUMENT TRANSFORMERS, INC. has caused these Articles of Amendment Creating Amended and Restated Articles of Incorporation to be executed by its President, Tobin K. Johnson, and attested to by its Secretary, Joanne Basaraba, this 18th day of July, 2000.

ATTEST:

INSTRUMENT TRANSFORMERS, INC.


Joanne Basaraba, Secretary

By: 
Tobin K. Johnson, President

[Corporate Seal]

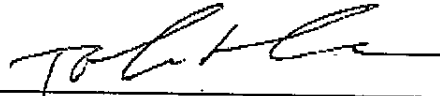
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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Tobin K. Johnson, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the foregoing Articles of Amended and Restated Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 18th day of July, 2000.



TOBIN K. JOHNSON, Registered Agent