

503739
HINES NORMAN & ASSOCIATES, P.L.
ATTORNEYS AT LAW

JAMES P. HINES
RANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
STEPHEN C. SULLIVAN
ROBERT D. HINES

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

HYDE PARK PROFESSIONAL CENTER
315 S. HYDE PARK AVENUE
TAMPA, FLORIDA 33606

(813) 251-8659
FAX (813) 254-6153

December 28, 2000

300003518663--1
-01/02/01--01086--018
*****35.00 *****35.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

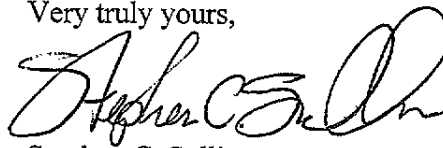
Re: **Amendment to Articles of Incorporation for
TRANSPORTATION CONTROL SYSTEMS, INC.**

Dear Sir or Madam:

Enclosed are an original and one copy of an Amendment to the Articles of Incorporation for **TRANSPORTATION CONTROL SYSTEMS, INC.** Please file the original Amendment, date stamp the copy, and return the copy to our office. Enclosed is a check in the amount of \$35.00 to cover the cost of filing the Amendment.

Thank you for your assistance.

Very truly yours,


Stephen C. Sullivan

SCS:sr
Enclosures
Check: \$35.00
cc: Patricia A. Gillis (w/encls.)

FILED
01 JAN - 2 PM 12: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
RRC 1-1001
3

AMENDED ARTICLES OF INCORPORATION
OF
TRANSPORTATION CONTROL SYSTEMS, INC.

FILED
01 JAN -2 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is hereby certified that:

1. The name of the Corporation is **TRANSPORTATION CONTROL SYSTEMS, INC.** (the "Corporation") and the Corporation's original Articles of Incorporation were filed on May 20, 1976 and were amended on June 29, 1997.

2. This amendment to the Articles of Incorporation have been duly adopted by the unanimous, affirmative vote of the Corporation's Shareholders, after recommendation by the Corporation's Board of Directors, in accordance with the provisions of Sections 607.1003 and 607.1007 of the Florida Statutes.

I.

Article III of the Articles of Incorporation are hereby deleted in their entirety and the following Article III is inserted in its place and stead:

ARTICLE III
Capital Stock

The Corporation is authorized to issue two classes of shares of stock to be designated as "Class A Common" and "Class B Common," respectively; the total number of shares that may be issued by the Corporation is 110,000 shares, 10,000 shares to be Class A Common shares, and 100,000 shares to be Class B Common shares. All or any part of the Class A Common shares and Class B Common shares may be issued by the Corporation from time to time and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law, with due regard to the interests of the existing Shareholders; and once such consideration has been received by the Corporation, such shares shall be deemed fully paid. The Corporation elects to have preemptive rights pursuant to §607.0630 of the Florida Statutes.

The holders of the Class A Common stock shall have exclusive voting rights and powers with respect to the Corporation. In all other respects, the Class A Common stock and the Class B Common stock shall have the same preferences, limitations, and relative rights.

II.

Except to the extent amended hereby, the Articles of Incorporation are hereby reconfirmed and readopted in their entirety.

IN WITNESS WHEREOF, the undersigned officer has executed this Amendment to Articles of Incorporation on this 18 day of December, 2000 for the uses and purposes therein stated.

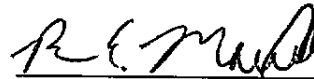
**TRANSPORTATION CONTROL
SYSTEMS, INC.**

By: Patricia A. Gillis
Patricia A. Gillis, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I **HEREBY CERTIFY** that on this day, before me, a Notary Public duly authorized in the State of Florida to take acknowledgments, personally appeared Patricia A. Gillis, to me known to be the person described as the President of TRANSPORTATION CONTROL SYSTEMS, INC., and acknowledged before me that she subscribed said Articles of Incorporation and did not take an oath.

WITNESS my hand and official seal in the State of Florida this 18 of December, 2000.



Notary Public (Signature)

