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From: Account Name : CORPORATION SERVICE COMPANY
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Phone : (850) 521-1000
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Heather x. 2908

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07 OCT 18 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

NESTOR TRAFFIC SYSTEMS, INC.

Certificate of Status	0
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TO 9-07

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. NESTOR TRAFFIC SYSTEMS, INC. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE (State or country under the law of which it is incorporated) 3. 06-1470869 (FBI number, if applicable)

4. 1-1-1997 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. UPON FILING (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 42 ORIENTAL STREET ; PROVIDENCE, RI 02902 (Principal office address)

SAME AS ABOVE (Current mailing address)

8. TRAFFIC ENFORCEMENT SYSTEMS (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company Office Address: 1201 Hays Street Tallahassee, Florida 32301 (City) (Zip code)

10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company By: [Signature] (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: CLARENCE A. DAVIS
NESTOR TRAFFIC SYSTEMS, INC.
Address: 42 ORIENTAL STREET
PROVIDENCE, RI 02908

Vice Chairman:
Address:

Director: NIGEL P. HEBBORN
Address: NESTOR TRAFFIC SYSTEMS, INC.
42 ORIENTAL STREET
PROVIDENCE, RI 02908

Director: BRIAN R. HASKELL
Address: NESTOR TRAFFIC SYSTEMS, INC.
42 ORIENTAL STREET
PROVIDENCE, RI 02908

B. OFFICERS

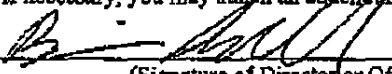
President: NIGEL P. HEBBORN
Treasurer & CFO
Address: NESTOR TRAFFIC SYSTEMS, INC.
42 ORIENTAL STREET PROVIDENCE, RI 02908

CEO
Vice President: CLARENCE A. DAVIS
Address: SAME ADDRESS AS ABOVE

VP, GEN. COUNSEL
Secretary: BRIAN R. HASKELL
Address: SAME ADDRESS AS ABOVE

Treasurer:
Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. BRIAN R. HASKELL, VP, GENERAL COUNSEL
(Typed or printed name and capacity of person signing application)

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

Corporation: Nestor Traffic Systems, Inc.

ADDENDUM:

Additional Officers:

Chief Operating Officer: Tadas A. (Todd) Bikmas

Address: Nestor Traffic Systems, Inc.
42 Oriental Street
Providence, RI 02908

**Vice President
Corporate Controller and
Chief Accounting Officer:**

Teodor Klowan, Jr.

Address: Nestor Traffic Systems, Inc.
42 Oriental Street
Providence, RI 02908

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NESTOR TRAFFIC SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF OCTOBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NESTOR TRAFFIC SYSTEMS, INC." WAS INCORPORATED ON THE FIRST DAY OF JANUARY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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071129054



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6084557

DATE: 10-18-07