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September 9, 2002

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

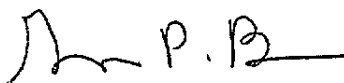
Re: Filing of Articles of Incorporation of Vista Traffic Control Systems, Inc.

Ladies and Gentlemen:

Enclosed for filing are (a) the original and two copies of the Articles of Incorporation of Vista Traffic Control Systems, Inc. and (b) a Certificate of Designation of Registered Agent and Registered Office, along with a check in the amount of \$78.75 made payable to the "Department of State" for filing fees and return of a certified copy to me.

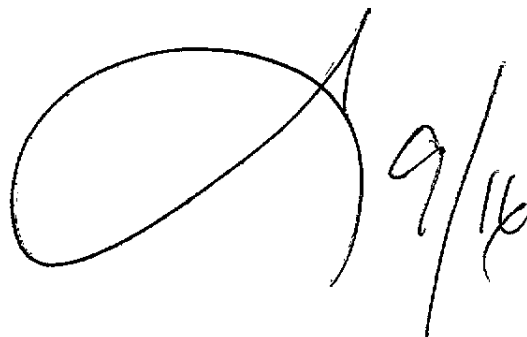
If you have any questions or need additional information, please give me a call.

Yours very truly,



Gregory P. Bru

GPB/
Enclosures



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
VISTA TRAFFIC CONTROL SYSTEMS, INC.

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is **Vista Traffic Control Systems, Inc.** (the "Corporation").

ARTICLE II
DURATION

The period of existence of the Corporation shall be perpetual, unless hereafter lawfully dissolved.

ARTICLE III
PURPOSE AND POWERS

The purposes for which the Corporation is organized, and the powers which it shall have, are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida, including, without limitation, developing, selling and servicing traffic control systems.

ARTICLE IV
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 2640 Floridiane Drive, Melbourne, FL 32935.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered office of the Corporation is 2640 Floridiane Drive, Melbourne, FL 32935 and the name of the initial registered agent at such address is Julie J. Higgins.

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ARTICLE VI
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is ten thousand (10,000) shares of one class of common stock, \$.01 par value per share. The Corporation's board of directors may determine, in whole or in part, the preferences, limitations, and relative rights of one or more series within a class before the issuance of any shares of that series.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one. The name and address of the initial director is as follows:

NAME

ADDRESS

David L. Jones

1013 Vista Circle
Vestavia Hills, Alabama 35216

ARTICLE VIII
NO PREEMPTIVE RIGHTS

No shareholder of the Corporation shall have preemptive rights.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is Thomas P. Oldweiler, 1300 Riverview Plaza, 63 South Royal Street, Mobile, AL 36602.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 9th day of Sept., 2002.



Thomas P. Oldweiler

STATE OF ALABAMA)

COUNTY OF MOBILE)

I, the undersigned authority in and for said County in said State, hereby certify that Thomas P. Oldweiler, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that being informed of the contents of said instrument, he executed the same voluntarily on the date the same bears date.

Given under my hand and seal this the 9th day of September 2002.

Wayle S. Green
NOTARY PUBLIC

[AFFIX NOTARIAL SEAL]

My Commission Expires: May 31, 2004

This Instrument Prepared By:

Armbrecht Jackson LLP
Gregory P. Bru, Esq.
Post Office Box 290
Mobile, Alabama 36601

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF
VISTA TRAFFIC CONTROL SYSTEMS, INC.**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered agent and registered office in Florida.

1. The name of the corporation is **Vista Traffic Control Systems, Inc.**
2. The address of the registered office is 2640 Floridiane Drive, Melbourne, FL 32935.
3. The name of the registered agent at the office is Julie J. Higgins

Dated: 9-9-02

VISTA TRAFFIC CONTROL SYSTEMS, INC.

By: Thomas P. Oldweiler

Print Name: THOMAS P. OLDWEILER

Its: ASST. CORPORATE SECRETARY

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 8-29-02

By: Julie J. Higgins
Julie J. Higgins

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