

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4000

From: Andrew Dunstan

Account Name : GREENBERG TRAUIG (WEST PALM BEACH)
Account Number : 075201001473
Phone : (561) 650-7900
Fax Number : (561) 655-6222

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

CEEBRAID-SIGNAL CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

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DIVISION OF CORPORATIONS

AM/Restated
KRP
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2/23/2001

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CEEBRAID-SIGNAL CORPORATION**

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida Statutes, Ceebraid-Signal Corporation (the "Corporation"), certifies that:

FIRST: The name of the Corporation is Ceebraid-Signal Corporation. The original Articles of Incorporation were filed with the Secretary of State of the State of Florida on December 29, 1992 and subsequently amended on July 30, 1993.

SECOND: These Amended and Restated Articles of Incorporation contain amendments requiring the approval of the holders of a majority of the issued and outstanding shares of the common stock of the Corporation. The holders of a majority of the issued and outstanding shares of the Corporation's common stock approved such amendments and the Board of Directors of the Corporation duly adopted these Amended and Restated Articles of Incorporation by a Joint Written Consent of the Directors and the Stockholders of the Corporation dated February 1, 2001. The number of votes cast for the amendments by the holders of common stock of the Corporation was sufficient for approval.

THIRD: The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as follows:

ARTICLE I - NAME

The name of this Corporation is Ceebraid-Signal Corporation .

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 250 Australian Avenue South, Suite 1003, West Palm Beach, Florida 33401.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of no par value common stock, which shall be designated "Common Stock".

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Feb-23-2001 09:41am From-GREENBERG TRAUIG, P.A.

+5616556222

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Feb-01-2001 12:12pm From-GREENBERG TRAUIG, P.A.

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T-873 P.009/009 F-498

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ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - REGISTERED AGENT

The street address of the registered agent of the Corporation is 250 Australian Avenue South, Suite 1003, West Palm Beach, Florida 33401 and the name of the registered agent of this Corporation at that address is Richard Schlesinger.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Amended and Restated Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were signed by the President of the Corporation this 1st day of February, 2001.



Jason Schlesinger, Vice President

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