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Douglas J. Becker

November 10, 1998

VIA FEDERAL EXPRESS

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Airport Integrated Systems, Inc.

Dear Madam or Sir:

Enclosed for filing on behalf of Airport Integrated Systems, Inc., a Florida corporation, are duplicate originals of Articles of Restatement and Amended and Restated Articles of Incorporation (the "Articles").

Also enclosed is the applicable filing fee of $35.00, a copy of the Articles, and a postage prepaid return envelope. Please date stamp the extra copy of the Articles and return it to the undesigned in the enclosed envelope.

If you have any questions, please call.

Restate 11-17-98 DHC

Very truly yours,

Douglas J. Becker

Douglas J. Becker
of
FAIRFIELD AND WOODS, P.C.

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98 NOV 12 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DJB:hs
Enclosure
4972-1/95780

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF AIRPORT INTEGRATED SYSTEMS, INC.

These Amended and Restated Articles of Incorporation (the "Restated Articles") are executed this third day of November, 1998, for delivery to the Secretary of State for the State of Florida for the purpose of amending and restating the Articles of Incorporation of Airport Integrated Systems, Inc., a Florida corporation, under the Florida Business Corporation Act, Section 607.0101, et seq., Florida Statutes, as amended (the "Act").

ARTICLE ONE
NAME

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

Airport Integrated Systems, Inc.

ARTICLE TWO
PURPOSES AND POWERS

The purposes for which the Corporation is formed and its powers are as follows:

2.1 To provide airport systems consulting services, and to otherwise transact business in the airport industry.

2.2 To engage in any lawful business.

2.3 To have, enjoy, and exercise all of the rights, powers, and privileges conferred upon corporations organized and existing pursuant to Florida law, whether now or hereafter in effect, and whether or not herein specifically mentioned. In addition, the Corporation may do everything necessary, suitable, or proper for the accomplishment of any of its corporate purposes. The Corporation may conduct part or all of its business in any part of Florida, the United States, or the world and may hold, purchase, mortgage, lease, and convey real and personal property in any such places.

ARTICLE THREE
CAPITAL STOCK AND SHAREHOLDER RIGHTS

3.1 Authorized Shares. The Corporation shall have only one class of stock and such class of stock shall be referred to as "common." The Corporation shall be authorized to issue 1,000,000 shares of common stock. The shares of this class shall be entitled to ratably receive the net assets of the Corporation upon dissolution.

3.2 Consideration for Shares. Subject to the limitations set forth in the Act, shares of common stock may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors, consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, and other securities of the Corporation. When the Corporation receives the consideration for which the Board of Directors has authorized the issuance of shares, the shares issued therefor shall be fully paid and nonassessable.

3.3 Voting. The common stock shall have unlimited voting rights and shall constitute the sole voting group of the Corporation, except to the extent any additional voting group may be established in accordance with Florida law. Each shareholder of record shall have one vote for each share of such stock standing in his name on the books of the Corporation and entitled to vote. Cumulative voting shall not be permitted in the election of directors or otherwise.

3.4 Preemptive Rights. Shareholders of this Corporation shall have no preemptive rights to acquire unissued shares.

3.5 Transfer Restrictions. The Corporation shall have the right by appropriate action to impose restrictions upon the transfer of any shares of its common stock, or any interest therein, from time to time issued, provided that such restrictions, or notice thereof, shall be set forth upon the face or back of the certificates representing such shares of common stock.

ARTICLE FOUR
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 5170 Little Beth Drive North, Boynton Beach, Florida 33437. The name of the registered agent of the Corporation at such office is Jay D. Graff.

ARTICLE FIVE
PRINCIPAL OFFICE

The address of the principal office of this Corporation is 7900 East Union Avenue, Suite 1100, Denver, Colorado 80237.

ARTICLE SIX
DIRECTORS

The number of directors shall be fixed from time to time in accordance with the Bylaws of the Corporation. The Board of Directors of the Corporation currently consists of two directors. The names and addresses of the persons who shall serve as directors until the next annual meeting of shareholders or until their successors are elected and qualified are:

Jennifer L. Habeck
7900 East Union Avenue, Suite 1100
Denver, Colorado 80237

Duane A. Habeck
7900 East Union Avenue, Suite 1100
Denver, Colorado 80237

ARTICLE SEVEN
INDEMNIFICATION

The Corporation shall indemnify any officer or director of the Corporation, and any former officer or director of the Corporation, to the full extent permitted by the Act or other applicable law.

ARTICLE EIGHT
FUTURE AMENDMENTS

The Corporation reserves the right to amend, repeal, or restate all or any part of these Restated Articles, or any amendments hereto; and rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the Vice President of the Corporation, as authorized by the Board of Directors, has signed and verified these Amended and Restated Articles of Incorporation of Airport Integrated Systems, Inc., as of the day and year first above written.

D. A. Habeck

Duane A. Habeck
Vice President

4972-1/91058

ARTICLES OF RESTATEMENT
OF
AIRPORT INTEGRATED SYSTEMS, INC.

Pursuant to the provisions of Section 607.1007, Florida Statutes, Airport Integrated Systems, Inc., a Florida for-profit corporation (hereinafter referred to as the "Corporation"), adopts the Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles").

FIRST: The date of the adoption of the Restated Articles is November 3, 1998.

SECOND: The Restated Articles contain amendments to the original Articles of Incorporation, as amended, of the Corporation requiring shareholder approval.

THIRD: The Restated Articles do not provide for an exchange, reclassification, or cancellation of issued shares.

FOURTH: The adoption of the Amended and Restated Articles of Incorporation were approved by the shareholders of the sole voting group of the Corporation. The number of votes cast for such adoption were sufficient for approval.

Signed this third day of November, 1998.

Duane A. Habeck

Duane A. Habeck
Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA