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DOUGLAS J. BECKER

June 8, 2000

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED
P 969 242 059

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

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*****35.00 *****35.00

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 Amendment to the Amended and Restated Articles of Incorporation of Airport Integrated Systems, Inc. (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 undersigned in the enclosed envelope.

If you have any questions, please call.

Very truly yours,

Douglas J. Becker

Douglas J. Becker
for

OTTEN, JOHNSON, ROBINSON,
NEFF & RAGONETTI, P.C.

DJB/vls
470371.1
Enclosures

Amend.

VS 6/20/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 12 AM 11:01

**ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
AIRPORT INTEGRATED SYSTEMS, INC.**

FILED
SECRETARY OF
DIVISION OF CORP.
00 JUN 12 AM 11:01

AIRPORT INTEGRATED SYSTEMS, INC., a Florida corporation, having its principal office at 5460 South Quebec Street, Suite 330, Englewood, Colorado 80111-1929, (hereinafter referred to as the "Corporation"), hereby certifies to the Secretary of State of the State of Florida that:

FIRST: The name of the Corporation is AIRPORT INTEGRATED SYSTEMS, INC.

SECOND: The Amended and Restated Articles of Incorporation of the Corporation are hereby amended by striking in its entirety ARTICLE THREE thereof, and by substituting in lieu thereof the following:

**"ARTICLE THREE
CAPITAL STOCK AND SHAREHOLDER RIGHTS**

3.1 Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is fifteen million (15,000,000) shares, each with a par value of \$0.01 per share, of which six million (6,000,000) shares shall be designated as Preferred Stock, and nine million (9,000,000) shares of which shall be designated as Common Stock.

3.1.1 Common Stock. 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 or groups are established in accordance with Florida law or by the Board of Directors pursuant to this Article Three. Subject to any rights upon dissolution of the Preferred Stock as may be provided by law or by the Board of Directors pursuant to this Article Three, the shares of Common Stock shall be entitled to ratably receive the net assets of the Corporation upon dissolution.

3.1.2 Preferred Stock. The Preferred Stock may be issued from time to time by the Board of Directors as shares of one (1) or more series. The description of shares of each series of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to distributions, qualifications, and terms and conditions of redemption shall be as set forth in resolutions adopted by the Board of Directors and in Articles of Amendment to State Series Shares filed as required by law from time to time prior to the issuance of any shares of such series. The Board of Directors is expressly authorized, prior to issuance, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock and, if and to the extent from time to time required by law, by filing Statements of Series Shares to set or change the number of shares to be included in each series of Preferred Stock and to set or change in any one or more

respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to distributions, qualifications, or terms and conditions of redemption relating to the shares of each such series. The shares of Preferred Stock of any one series shall be identical with each other in all respects except as to the dates from and after which dividends thereon shall cumulate, if cumulative. Notwithstanding the foregoing, the Board of Directors shall not be authorized to change the right of the Common Stock of the Corporation to vote one (1) vote per share on all matters submitted for shareholder action. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, setting or changing the following:

(a) the distinctive serial designation of such series and the number of shares constituting such series (provided that the aggregate number of shares constituting all series of Preferred Stock shall not exceed six million (6,000,000) shares);

(b) the annual distribution rate on shares of such series, whether distributions shall be cumulative and, if so, from which date or dates;

(c) whether the shares of such series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon and after which such shares shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(d) the obligation, if any, of the Corporation to redeem or repurchase shares of such series pursuant to a sinking fund;

(e) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(f) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(g) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

(h) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series which may be authorized under the Florida Business Corporation Act.

3.2 Consideration for Shares. Subject to the limitations set forth in the Act, from time to time shares of Common Stock and Preferred Stock may be

issued by the Corporation 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. Each shareholder of record of a share of Common Stock 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 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 stock."

THIRD: The amendment set forth above in ARTICLE SECOND was advised to the shareholders of the Corporation by the Board of Directors, which unanimously approved the amendment and recommended it to the shareholders pursuant to a written consent of all of members of the Board of Directors dated the ninth day of May, 2000, pursuant to and in accordance with Sections 607.0821 and 607.1003 of the Florida Business Corporation Act.

FOURTH: The manner and basis of implementing the recapitalization affected by these Articles of Amendment to the Amended and Restated Articles of Incorporation shall be as follows:

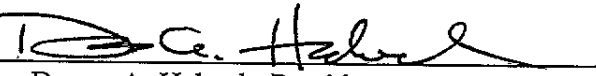
Upon filing with and acceptance by the Secretary of State for the State of Florida of these Articles of Amendment to the Amended and Restated Articles of Incorporation, each outstanding share of Common Stock of the Corporation shall forthwith be surrendered in exchange for one (1) share of Common Stock, par value \$0.01. The shares so surrendered shall be cancelled.

FIFTH: The amendment was adopted by the shareholders in accordance with Section 607.1003 of the Florida Business Corporation Act at a Special Meeting of the Shareholders on the nineteenth day of May, 2000.

SIXTH: The number of votes cast for the amendment by the shareholders at the Special Meeting of the Shareholders on May 19, 2000 was sufficient for approval of the amendment.

IN WITNESS WHEREOF, AIRPORT INTEGRATED SYSTEMS, INC. has caused these Articles of Amendment to the Amended and Restated Articles of Incorporation to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this second day of June, 2000, and its President acknowledges that these Articles of Amendment to the Articles of Incorporation are the act and deed of AIRPORT INTEGRATED SYSTEMS, INC. and, under the penalties of perjury, that the matters and facts set forth herein with respect to the authorization and approval of such Articles are true in all material respects to the best of the President's knowledge, information, and belief.

AIRPORT INTEGRATED SYSTEMS, INC.

By: 
Duane A. Habeck, President

ATTEST:

By: 
Jennifer D. Habeck, Secretary

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