

Entity Number

773-01

9792-1337

Filed with the Department of State on _____

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCR: 15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Waylite Corporation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>1155 Business Center Drive</u>	<u>Horsham</u>	<u>PA</u>	<u>19044-3454</u>	<u>Montgomery</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: the General Corporation Law of the Commonwealth of Pennsylvania

4. The date of its incorporation is: June 9, 1983

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
 The amendment shall be effective on January 1, 1998 at 12:00 noon
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(n) and (b).
 The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

RESOLVED, that, effective as of January 1, 1998, the Articles of Incorporation of the Corporation be amended by amending the First Article thereof so that, as amended, said Article shall be and read as follows:

"The name of the corporation is: IMS Waylite, Inc."

(PA - 1427 - 10/9/92)

DEC 19 97

PA Dept. of State

7776-1038

___The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

8. ___The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this ___ day of December, 19 97.

WAYLITE CORPORATION

(Name of Corporation)

BY: Leon T. Heller
(Signature)

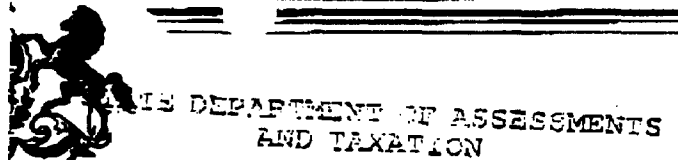
TITLE: Vice President

Attest: Laura M. Sillins

Laura M. Sillins
Assistant Secretary

(PA. -1427)

ACKN. NO. - 137C3111 2
IMS WAYLITE, INC.



APPROVED FOR RECORD

1398 at 10:30 a.m.

01/13/98 AT 10:32 A.M.

COMMONWEALTH OF PENNSYLVANIA

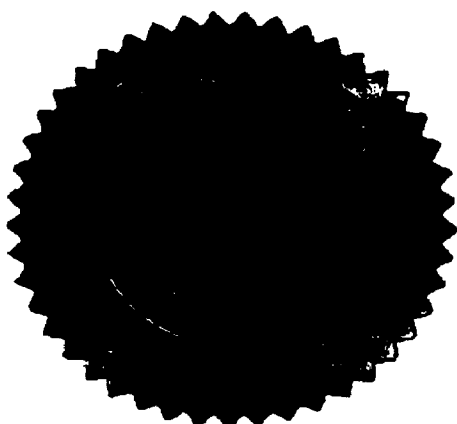
DEPARTMENT OF STATE

JANUARY 08, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY. That from an examination of the indices and records of this department, it appears that Articles of Amendment were filed pursuant to the laws of the Commonwealth of Pennsylvania on December 19, 1997, effective January 1, 1998 at 12:00 noon for WAYLITE CORPORATION, a Pennsylvania corporation, incorporated June 9, 1983, whereby the corporate name was changed to IMS WAYLITE, INC.

RECORDED
98 JAN 13 10:32
ASSISTANT



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

80168233
[Signature]

Secretary of the Commonwealth

DBOH