



CERTIFICATE OF AUTHORITY
OF

AERONAUTICAL RADIO, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **AERONAUTICAL RADIO, INC.**

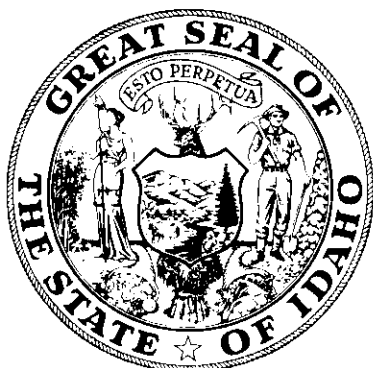
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **AERONAUTICAL RADIO, INC.**

to transact business in this State under the name **AERONAUTICAL RADIO, INC.**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **March 24, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is AERONAUTICAL RADIO, INC.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is October 25, 1982 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, c/o The Corporation Trust Company, Wilmington, Del. 19801
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To provide telecommunication services to the aviation community.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached rider		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
50,000	Common	\$10.00

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
46,600	Common	\$10.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 26, 1983

AERONAUTICAL RADIO, INC.
By George F. Mansur
George F. Mansur
Its President
and L.J. Buckenheimer
L.J. Buckenheimer
Its Corporate Secretary

STATE OF Maryland)
COUNTY OF Anne Arundel) ss:

I, Carol Ann Davis, a notary public, do hereby certify that on
this day of , 1983, personally appeared before
me George F. Mansur, who being by me first duly sworn, declared that he
is the President of AERONAUTICAL RADIO, INC.

that he signed the foregoing document as President of the corporation and that the
statements therein contained are true.

Carol Ann Davis
Notary Public

My Commission Expires: 7-1-86
*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name,
this application must be accompanied by a resolution of the Board of Directors to that effect.

DIRECTORS:

<u>Names</u>	<u>Addresses</u>
Mr. L.T. Ferguson	8804 Lynnhurst Drive Fairfax, Virginia 22031
Mr. R.J. Glischinski	1812 South Victoria Road Mendota Heights, Minn. 55118
Mr. R.J. Guerra	901 Sycamore Road Pleasanton, California 94566
Mr. J.H. Harding	450 West End Avenue New York, New York 10024
Mr. J.D. Heck	3921 Circle Bluff Court Dallas, Texas 75234
Mr. J.E. Hurst, Jr.	14105 S.W. 72nd Court Miami, Florida 33158
Mr. J.D. Karmazin	253 Continental Lane Schaumburg, Illinois 60194
Mr. J.M. Kennedy	9934 North Harrison Drive Kansas City, Missouri 64155
Mr. F.E. Luhm	9 Open Brand Road Rolling Hills, California 90274
Dr. G.F. Mansur	6092 Masters Blvd. Orlando, Florida 32811
Mr. J.S. Marston	1701 South Dogwood Avenue Broken Arrow, Oklahoma 74012
Mr. T.W. Morton	1729 Brookwood Drive Winston-Salem, North Carolina 27106
Mr. R.G. Oatley	4707 South Helena Way Aurora, Colorado 80014
Mr. R.E. Woodyard	1672 Shamrock Trail, S.E. Smyrna, Georgia 30080

Aeronautical Radio, Inc.

O F F I C E R S

G. F. Mansur, Chairman of the Board and President
6092 Masters Boulevard
Orlando, Florida 32811

E. R. Adelson, Vice President - Operations
3514 Williamsburg Road
Davidsonville, Maryland 21035

E. E. Ohrvall, Vice President - Services
1874 Glencrest Lane
Rolling Knolls
Annapolis, Maryland 21401

R. A. Pickens, Vice President - Engineering
2206 Forest Ridge Road
Timonium, Maryland 21093

K. D. Almgren, Vice President - Finance and Treasurer
1300 Lloyd Court
Annapolis, Maryland 21401

Laura J. Buckenheimer, Corporate Secretary
5055 Seminary Road
Alexandria, Virginia 22311

W. C. Francis, Assistant Corporate Secretary
12202 Whitman Court
Bowie, Maryland 20715

A. J. Sadler, Assistant Treasurer - Controller
710 Petersburg Road
Davidsonville, Maryland 21035

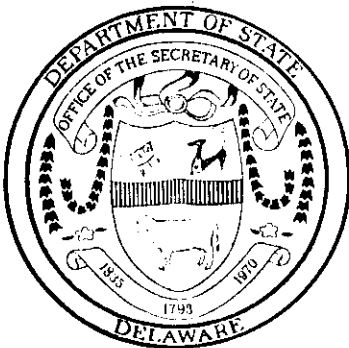


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on _____ October 25, 1982 _____.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *K. Seaggs*

DATE: _____ February 18, 1983 _____

CERTIFICATE OF INCORPORATION

OF

AERONAUTICAL RADIO (SUBSIDIARY), INC.

* * * * *

FIRST: The name of this corporation is

AERONAUTICAL RADIO (SUBSIDIARY), INC.

SECOND: Its registered office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business or objects or purposes to be transacted, promoted or carried on by this corporation are as follows:

(a) Under such limitations as the Board of Directors may prescribe, to serve aircraft and all other vehicles propelled in air and space in transmitting and receiving by radio, communications and messages of all kinds and descriptions; and to acquire, construct, lease, own, maintain and operate stations and facilities for said purpose.

(b) To send and receive signals, messages and communications; to send and receive to and from all vehicles propelled in the air and space, signals, weather reports, messages and communications of all kinds and descriptions; to create, install and operate a system of communication which may be international; to improve and prosecute the art and business of electronic communication; to radiate, receive and utilize electro-magnetic waves.

(c) To design, lay out, construct, assemble, install, equip, maintain, operate, purchase or otherwise acquire, lease, sell, or otherwise dispose of, trade in and deal with wireless and radio sets, systems and appliances and electronic appliances of whatsoever nature and description, and to make tests and improvements for the purpose of developing and improving the same.

(d) To construct, install and equip all kinds of communicating and/or receiving apparatus, wireless, radio, or otherwise, on all aircraft and all other vehicles propelled

in the air or in space, or on, above or under land or water, and to make tests and experiments for the purpose of developing and improving the same.

(e) To act as radio or electrical engineer, contractor and/or manufacturer; to prepare plans and designs for the construction, installation and operation of, and to buy, sell, lease, license, hire, import, export, trade in, deal with, construct, install and operate wireless receiving and transmitting stations in the air or in space, or on, above or under land or water, and electronic equipment of whatever nature and description.

(f) To buy, sell, lease, license, hire, import, export, trade in and deal with amplifiers, transmitters, receivers, tubes, batteries, wire, coils and all other radio or wireless equipment and appurtenances and electrical commercial appliances of whatever nature and description.

(g) To design, lay out, construct, install, equip and/or operate stations and plants for transmitting, broadcasting, receiving and/or utilizing electro-magnetic waves, and to construct and install all electric generating and power stations, dynamos and other equipment necessary or desirable therefor.

(h) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is fifty thousand (50,000) shares of Common Stock, par value \$10.00 per share.

Subject to any limitations prescribed by law, aircraft operators, aeronautical communications companies and AERONAUTICAL RADIO, INC., a Delaware Corporation, only shall be entitled to subscribe for, purchase or otherwise acquire, or hold shares of stock of the corporation; and if any holder of any shares of stock (other than AERONAUTICAL RADIO, INC.) ceases to be such aircraft operator or communications agency, or discontinues to be qualified in accordance with the bylaws of the corporation, the shares of stock then held by such stockholder shall immediately be offered to the corporation in the manner and on the terms and conditions as provided in the next paragraph hereof.

The shares of stock of the corporation are to be held by each stockholder upon condition that such shares of stock shall not be sold, assigned or transferred without first being offered for sale to the corporation. The corporation,

upon receipt of any such offer, shall promptly give notice of its acceptance thereof and shall purchase the same from the stockholder offering the same for sale within thirty days after the receipt of such offer. Such offer and notice may be given by depositing the same in the Post Office, properly registered and addressed to the corporation, or to such stockholder at its address as determined from the records of the other. The per share price to be paid for such stock by the corporation, in such event, shall be the par value.

FIFTH: The name and mailing address of the incorporator is follows:

NAME	ADDRESS
George F. Mansur	2551 Riva Road Annapolis, Maryland 21401

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the bylaws of the corporation.

SEVENTH: The books of the corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation. Elections of directors need not be by written ballot unless the bylaws of the corporation so provide.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, and for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 14th day of October 1982.


George F. Mansur

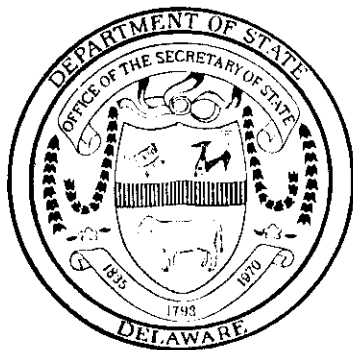


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment Before Payment of Capital
filed in this office on December 30, 1982.



Glenn C. Kenton
Glenn C. Kenton, Secretary of State
BY: K. Rizzo
DATE: February 18, 1983

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
AERONAUTICAL RADIO (SUBSIDIARY), INC.

AERONAUTICAL RADIO (SUBSIDIARY), INC., a Delaware corporation, pursuant to Section 242 of the General Corporation Law of the State of Delaware, certifies:

FIRST: The corporation has not yet received any payment for any of its stock.

SECOND: The amendment to the Corporation's Certificate of Incorporation set forth in the following resolution was approved by the Corporation's Board of Directors in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware:

RESOLVED, that Article FIRST of the Corporation's Certificate of Incorporation be amended to read in its entirety as follows:


FIRST: The name of this corporation is
AERONAUTICAL RADIO, INC.

THIRD: This Certificate of Amendment will be effective on January 1, 1983.

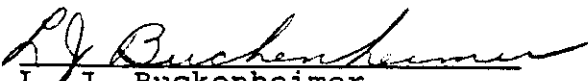
IN WITNESS WHEREOF, AERONAUTICAL RADIO (SUBSIDIARY), INC. has caused this certificate to be signed and attested by its duly authorized officers this 28th day of December, 1982.

AERONAUTICAL RADIO (SUBSIDIARY), INC.

By


Kenneth D. Almgren
Vice President - Finance and Treasurer

Attest:


L.J. Buckenheimer
Secretary

(Seal)