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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 01/31/2003
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CERTIFICATE OF INCORPORATION

OF

OMNIAIR CONSORTIUM, INC.

ARTICLE ONE

NAME

The name of the corporation is OMNIAIR CONSORTIUM, INC. (hereinafter referred to as the "Corporation").

ARTICLE TWO

ADDRESS OF REGISTERED OFFICE AND NAME AND ADDRESS OF RESIDENT AGENT

The address of the registered office of the Corporation in Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware, 19801. The name of the resident agent of the Corporation in Delaware is The Corporation Trust Company.

ARTICLE THREE

PURPOSES

The Corporation is organized and shall at all times be administered and operated exclusively as a "business league" within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as now enacted and as the same may be amended from time to time (the "Code"), including, without limiting the foregoing, the following:

(a) To do such acts and things, exercise such powers and operate for such purposes and missions as permitted by the General Corporation Law of Delaware, as amended from time to time, as may be legally carried on by a nonstock corporation under the laws of the State of Delaware.

(b) To foster and promote the development and growth of information and communications technologies and telematics on terms that benefit the worldwide transportation community through independent, unbiased, and centralized performance certification of devices and systems that ensure the interoperability and security of "OmniAir" equipment and transactions, and through any other appropriate means.

(c) Solely for the above purposes, the Corporation is empowered to take and hold by bequest, devise, gift, contribution, purchase, lease, or any other form, either absolutely or in trust, any property, real or personal, tangible or intangible, without limitation as to amount or value; to sell, convey, use, apply and dispose of any such property and to invest and reinvest the income and principal thereof; to deal with and expend the income and principal of the Corporation; to make gifts or contributions to other entities or persons; and to exercise all other rights and powers conferred by the laws of the State of Delaware upon nonstock corporations.

(d) Initiating and/or otherwise participating in litigation.

(e) Doing all things necessary or incidental to carrying out the foregoing activities.

(f) Otherwise engaging, directly and/or indirectly, separately and/or in cooperation with others, in any lawful act and/or activity that both (1) may be performed by a nonprofit corporation formed under the General Corporation Law of Delaware, and (2) may be necessary, useful, suitable, desirable, and/or proper for the furtherance, accomplishment, and/or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, and/or attain any such purposes.

ARTICLE FOUR

NO AUTHORITY TO ISSUE CAPITAL STOCK

The Corporation has no authority to issue capital stock and shall not operate for a pecuniary profit. This Corporation shall be a nonprofit corporation.

ARTICLE FIVE

INCORPORATOR

The name and mailing address of the incorporator are as follows: Timothy J. McGuckin, OmniAir Consortium, Inc., c/o International Bridge, Tunnel and Turnpike Association, 1146 19th Street, NW, Suite 800, Washington, DC 20036.

ARTICLE SIX

DIRECTORS

The Corporation shall have one (1) director, which number may be increased or decreased pursuant to the Bylaws of the Corporation, provided that at all times the Corporation shall have at least one (1) director. The name of the director who shall act until his or her successors are elected and qualifed is: Timothy J. McGuckin.

ARTICLE SEVEN

CERTAIN RESTRICTIONS ON ACTIVITIES

The Corporation shall possess all power and authority permitted by law. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, Members or any other private persons, except that the Corporation shall be authorized (a) to pay reasonable amounts for goods and services provided and rendered, and (b) to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation

shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Section 501(c)(6) of the Code.

ARTICLE EIGHT

MEMBERS

The Corporation may have members. The Board of Directors shall determine the classes, dues, rights, privileges and obligations of the members.

ARTICLE NINE

DISSOLUTION

The Corporation may be dissolved by the Board of Directors at a meeting held for the purpose of adopting a resolution of dissolution upon the affirmative vote of at least two-thirds (2/3) of all of the Directors of the Corporation, or without a meeting by the written consent of all of the Directors of the Corporation. Upon the dissolution of the Corporation, all of the Corporation's property of every nature and description shall, after making provision for discharge of all the liabilities and obligations of the Corporation, be paid over and transferred as follows: (i) any assets held upon conditions requiring return, transfer or conveyance, which conditions shall have occurred by reason of dissolution or otherwise shall be returned, transferred or conveyed in accordance with such requirements, provided the return, transfer or conveyance is consistent with Section 501(c)(6) of the Code, (ii) any assets held in trust for specified purposes shall be applied so far as is feasible in accordance with the terms of the trust, as long as it is consistent with Section 501(c)(6) of the Code and (iii) the remaining assets shall be paid over and transferred, exclusively for the purposes of the Corporation, to one or more nonprofit charitable, educational, scientific, or religious organizations as determined by the Board of Directors of the Corporation, provided that each transferee is either a

governmental unit and funds are specified for a public purpose, or an organization that is exempt from federal income tax under Section 501(c)(6) of the Code.

ARTICLE TEN

AMENDMENTS

This Certificate of Incorporation may be amended or superseded, in whole or in part, by the affirmative vote, of at least two-thirds (2/3) of all of the Board of Directors of the Corporation, at any meeting called for that purpose, or without a meeting by the written consent of all of the Directors of the Corporation.

ARTICLE ELEVEN

MISCELLANEOUS

(a) For purposes of this Certificate of Incorporation, the singular shall include the plural and the plural the singular, if the context so requires or permits.

(b) In the event that the Bylaws (if any) of the Corporation now or hereafter contain any terms or provisions that are inconsistent or in conflict with any terms or provisions of this Certificate of Incorporation, such terms and provisions of this Certificate of Incorporation shall control and supersede such conflicting or inconsistent terms of the Bylaws, but such conflict or inconsistency shall not impair, nullify, or otherwise affect the remaining terms and provisions of such Bylaws, which shall remain in full force and effect. References herein to this Certificate of Incorporation or any article thereof shall mean the Certificate of Incorporation and any such article as then in effect and as the same may be amended from time to time thereafter.

IN WITNESS WHEREOF, I have signed this Certificate of Incorporation on this 28th day of January, 2003 and acknowledge the same to be my act.

Timothy L. McGuckin, Sole Incorporator

RETURN TO:
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