

2903



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

CERTIFICATE OF CONVERSION

BROADCAST ELECTRONICS, INC.

(Insert full name of the entity following the conversion)

SECTION I: TO BE COMPLETED BY ALL CONVERTING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned (check box only):

[] Limited Liability Company or [X] Business Corporation

submits the following Certificate of Conversion for the purpose of converting to a non-Rhode Island Entity (check one only):

[] "Other entity" or [X] Business Corporation or [] Sole Proprietorship or [] Partnership (General, Limited, or Limited Liability Partnership) or [] Limited Liability Company

a. The name of the converting entity filing this Certificate of Conversion is:

Broadcast Electronics, Inc.

If the entity's name has been changed, the name under which it was originally organized:

BEI Corporation

b. The date on which the converting entity was first created, formed, or otherwise came into being is:

December 29, 1982

c. The jurisdiction to which the entity is converting is: Delaware

d. The name of the entity following the conversion is: Broadcast Electronics, Inc.

e. This conversion has been approved in the manner provided for in §§ 7-1.2-1008 and 7-16.5.2(e) of the Rhode Island General Laws, 1956, as amended.

f. The converting entity revokes the authority of its registered/resident agent in this state to accept service of process, and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this state during the time the entity was authorized to transact business in this state may subsequently be made on the entity by service thereof on the Secretary of State of the State of Rhode Island, to which the converting entity irrevocably appoints the Secretary of State as its agent to accept such service of process.

g. The address to which the Secretary of State may mail a copy of any process against the entity that is served on the Secretary of State:

Joseph W. Roark, Chief Executive Officer, c/o Broadcast Electronics, Inc., 4100 North 24th Street, Quincy, IL 62305

h. The future date or time certain of the conversion is: Upon filing

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RECEIVED SECRETARY OF STATE CORPORATIONS DIV

FILED

SEP 03 2008

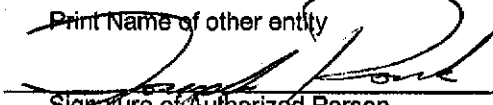
By [Signature] 067206 352

SECTION II: TO BE COMPLETE BY ALL CONVERTING ENTITIES

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Conversion, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: August 25th, 2008

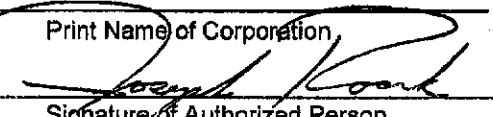
Broadcast Electronics Inc., a Rhode Island corp.

Print Name of other entity
By: 
Signature of Authorized Person
By: _____
Signature of Authorized Person

OR

Print Name of Partnership
By: _____
Signature of Partner
By: _____
Signature of Partner
By: _____
Signature of Partner

Broadcast Electronics, Inc., a Delaware corp.

Print Name of Corporation
By: 
Signature of Authorized Person
By: _____
Signature of Authorized Person

OR

Print Name of Sole Proprietorship
By: _____
Signature of Sole Proprietor

OR

Print Name of Limited Liability Company
By: _____
Signature of Authorized Person
By: _____
Signature of Authorized Person