

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DIGITAL SERVICES GROUP, INC.**

STATE OF ALABAMA)
 :
COUNTY OF SHELBY)

TO THE HONORABLE PROBATE JUDGE OF SHELBY COUNTY:

Inst # 2002-04448

01/25/2002-04448
11:30 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MEL 40.00

Pursuant to the provisions of the Alabama Business Corporation Act (§ 10-2B-10.01, et seq.) and (§ 10-2B-1.25(a)(3)), the undersigned corporation, Digital Services Group, Inc., an Alabama Corporation (the “corporation”), executes the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is Digital Services Group, Inc.
2. The purpose or purposes for which the corporation is organized are, and the corporation is hereby expressly authorized to engage in, the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including, without limitation, the design, manufacture and sale of test equipment for the telecommunications industry.
3. The number of shares of capital stock the corporation is authorized to issue is eight hundred thousand (800,000) shares of common stock, par value \$0.01 per share.
4. The street address of the initial registered office of the corporation is 2117 Partridge Berry Road, Hoover, Alabama 35244, and the name of its initial registered agent at that office is Charles Daniels.
5. The name and address of the incorporator of the corporation is Charles Daniels, 2117 Partridge Berry Road, Hoover, Alabama 35244.
6. (a) The number of directors of the corporation shall be one or more, as specified in the bylaws of the corporation. The bylaws may establish a variable range for the size of the board of directors of the corporation by fixing a minimum and a maximum number of directors. The number of directors may be fixed or changed from time to time, within the minimum and maximum, by the board of directors.


(b) The names and addresses of the individuals who are to serve as the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Charles Daniels	2117 Partridge Berry Road Hoover, Alabama 35244
Peggy R. Daniels	2117 Partridge Berry Road Hoover, Alabama 35244

7. A director of the corporation shall not be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm on the corporation or its shareholders by such director; (iii) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act or any successor provision to such section; (iv) an intentional violation of criminal law by such director; or (v) a breach of such director's duty of loyalty to the corporation or its shareholders. If the Alabama Business Corporation Act is hereafter amended, or any successor statute thereto is hereafter adopted or amended, to authorize the elimination of or the further limitation of the liability of a director of a corporation, then the liability of a director of the corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto, as adopted or amended. The limitation on liability of directors of the corporation contained herein shall apply to liabilities arising out of acts or omissions occurring subsequent to the adoption of this Article 7 and, except to the extent prohibited by law, to liabilities arising out of acts or omissions occurring prior to the adoption of this Article 7. Any repeal or modification of this provision by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification.

The undersigned officer of the corporation named herein, in accordance with the Alabama Business Corporation Act, executes these Amended and Restated Articles of Incorporation of Digital Services Group, Inc., as of the 17 day of May, 2001.

DIGITAL SERVICES GROUP, INC.

By 
Charles Daniels
Its President

**CERTIFICATE
REGARDING AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DIGITAL SERVICES GROUP, INC.**

Pursuant to the provisions of Article 10 of Chapter 2B of Title 10 of the Code of Alabama of 1975 (§ 10-2B-10.07(d) and § 10-2B-1.20), the undersigned corporation executes the following certificate:

FIRST. The Amended and Restated Articles of Incorporation to which this Certificate is attached contains amendments to the Articles of Incorporation of the undersigned corporation requiring shareholder approval.

SECOND. The name of the corporation is Digital Services Group, Inc.

THIRD. The Amended and Restated Articles of Incorporation amend the Articles of Incorporation in their entirety as set forth in the Amended and Restated Articles of Incorporation to which this certificate is attached.


FOURTH. The foregoing Amended and Restated Articles of Incorporation of Digital Services Group, Inc. were adopted by the shareholders of said corporation at the annual meeting of the shareholders on the 7th day of May, 2001.

FIFTH. 575,508 shares of common stock, par value \$0.01 per share, were entitled to be cast at the meeting, and 570,508 were indisputably represented at the meeting.

SIXTH. The number of shares that voted for such amendment was 570,508 shares, and the number of shares that voted against such amendment was 0 shares.

Dated this 17 day of May, 2001.

DIGITAL SERVICES GROUP, INC.

By 
Charles Daniels
Its President

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