

EXHIBIT A

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:


"KAPSCH TRAFFICCOM U.S. CORP.", A DELAWARE CORPORATION, WITH AND INTO "KAPSCH TRAFFICCOM HOLDING CORP." UNDER THE NAME OF "KAPSCH TRAFFICCOM HOLDING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2015, AT 1:42 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2015, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4527155 8100M




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2251938

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:40 PM 03/31/2015
FILED 01:42 PM 03/31/2015
SRV 150443115 - 4527155 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
KAPSCH TRAFFICCOM U.S. CORP.
INTO
KAPSCH TRAFFICCOM HOLDING CORP.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Kapsch TrafficCom Holding Corp., a corporation organized and existing under the laws of Delaware (the "**Corporation**"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on the 1st day of April, 2008, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the stock of Kapsch TrafficCom U.S. Corp., a corporation incorporated on the 1st day of April, 2008, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Corporation, by the unanimous written consent of its Board of Directors on the 31st day of March, 2015, determined that the Corporation shall merge into itself said Kapsch TrafficCom U.S. Corp. pursuant to the resolution attached hereto as Exhibit A.

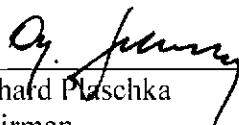
FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the Effective Time (as defined below).

FIFTH: The effective time of the merger of Kapsch TrafficCom U.S. Corp. into the Corporation shall be March 31, 2015 at 5:00 p.m. Eastern Standard Time (the "**Effective Time**").

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Gerhard Plaschka, its Chairman and by Peter Schuchlenz, its Secretary, this 31st day of March, 2015.

KAPSCH TRAFFICCOM HOLDING
CORP., a Delaware corporation

By: 
Gerhard Plaschka
Chairman


By: 
Peter Schuchlenz
Secretary

EXHIBIT A

**Resolution of the Directors of
Kapsch TrafficCom Holding Corp.**

Now therefore, be it resolved, that the Corporation shall merge into itself the Corporation's wholly-owned subsidiary Kapsch TrafficCom U.S. Corp. ("KTC U.S.") with the Corporation as the surviving entity of such merger, and in connection with such merger the Corporation shall assume all of the liabilities and obligations of KTC U.S.