

F05000006045

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

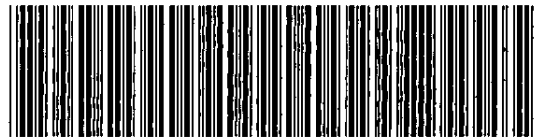
(Business Entity Name)

(Document Number)

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FILED
2009 OCT 15 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

TB

OCT 16 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sensus Metering Systems Inc.
Name of Corporation

DOCUMENT NUMBER: F05000006045

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Donna M. Haynes
Name of Contact Person

Pearl Professional Corporation
Firm/Company

9147 Odey Drive
Address

Mechanicsville, Virginia 23116
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donna M. Haynes at (804) 730-8252
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F05000006045

(Document number of corporation (if known))

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TALLAHASSEE, FLORIDA
FILED

1. Sensus Metering Systems Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware (Incorporated under laws of) 3. 10/14/2005 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 07/02/2009

5. Sensus USA Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Michael S. Buchanan
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Michael Buchanan
(Typed or printed name of person signing)

VP Tax & Treasury
(Title of person signing)

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 AMENDMENT OF "SENSUS METERING SYSTEMS INC.", CHANGING ITS NAME FROM "SENSUS METERING SYSTEMS INC." TO "SENSUS USA INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D. 2009, AT 1:59 O'CLOCK P.M.



2285904 8100

090786322

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7543574

DATE: 09-23-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:59 PM 07/02/2009
FILED 01:59 PM 07/02/2009
SRV 090670773 - 2285904 FILE

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Sensus Metering Systems Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

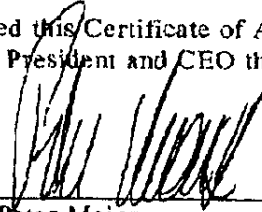
1. That the Board of Directors of the Corporation, desiring to amend the Certificate of Incorporation of the Corporation, has adopted the following resolution by unanimous written consent in accordance with the provisions of Section 141(f) and 242 of the General Corporation Law of the State of Delaware:

RESOLVED, that Article FIRST of the Certificate of Incorporation of the Corporation shall be amended to change the name of the corporation, and as so amended, shall read in its entirety as follows:

"FIRST: The name of the corporation (the 'Corporation') is Sensus USA Inc."

2. The resolution amending the Certificate of Incorporation of the Corporation was duly adopted by written consent of the sole stockholder of the Corporation in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware, and written notice of the adoption of such resolution has been given as provided by Section 222 of the General Corporation Law to every stockholder entitled to such notice.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to its Certificate of Incorporation to be signed by Peter Mainz, its President and CEO this 2nd day of JULY, 2009.

By: 
Peter Mainz,
Its President and CEO