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&
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A PROFESSIONAL CORPORATION

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LEONORA WALKER PATE
SANDRA L. VINIK
PROF. JOSEPH W. BLACKBURN
SCHOLAR IN RESIDENCE

MORRIS K. SIROTE (1909-1994)
E.M. FRIEND, JR. (1912-1995)
WILLIAM G. WEST, JR. (1922-1975)

F99 000002794

Department of State
State of Florida
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

700003141587--3
-02/21/00--01111--002
*****43.75 *****43.75

Re: Utility Automation Integrators, Incorporated f/k/a Utility Automation 2000, Inc.

Enclosed please find an original and a copy of an Application for an Amended Certificate of Authority regarding the above-referenced corporation and a check in the amount of \$43.75. Please stamp the enclosed copy and return the same to me along with a certified copy of the new Amended Certificate of Authorization to Transact Business in Florida. If you have any questions or I can be of further assistance, please do not hesitate to call me.

NC
3-9-00
PMS

Sincerely,


S. Scott Sargent
FOR THE FIRM

FILED
00 MAR -9 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SSS/gr

Enclosure

:::ODMA\PCDOCS\SQLHSV01\100283\1

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Birmingham, Alabama 35205
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One St. Louis Centre/Suite 1000
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WILLIAM G. WEST, JR. (1922-1975)

March 6, 2000

Department of State
State of Florida
Amendment Section
Division of Corporations
Attn: Doug Spidler
P. O. Box 6327
Tallahassee, FL 32314

Re: Utility Automation Integrators, Incorporated f/k/a Utility Automation 2000, Inc.

Dear Mr. Spidler:

Per our conversation on March 2, 2000 regarding Utility Automation Integrators, Incorporated, please find enclosed herewith a certified copy of the Article of Amendment to the Article of Incorporation of Utility Automation 2000, Inc. Please stamp the copy of the Application for an Amended Certificate of Authority and return the same to me along with a certified copy of the new Amended Certificate of Authorization to Transact Business in Florida. If you have any questions or I can be of further assistance, please do not hesitate to call me.

Sincerely,



Gwen Ralph
Secretary to
S. Scott Sargent

RECEIVED
00 MAR -9 PM 12:11
DIVISION OF CORPORATIONS
Enclosures

:::ODMA\PCDOCS\SQLHSV0\N101468\1

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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)

1. Utility Automation 2000, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Alabama Incorporated under laws of 3. 6-1-1999 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? 1-13-2000
5. Utility Automation Integrators, Incorporated
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

FILED
00 MAR -9 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Signature

February 15, 2000
Date

S. K. Chauhan
Typed or printed name

President
Title

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that as appears on file and of record in this office, the pages hereto attached, contain a true, accurate and literal copy of articles of amendment to the articles of incorporation of Utility Automation 2000, Inc. changing the name to Utility Automation Integrators, Incorporated as received and filed in the office of the Secretary of State of Alabama on January 19, 2000, showing the date of amendment as January 13, 2000, the date said instrument was filed in the office of the Judge of Probate of Morgan County.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

03/02/00

Date

Jim Bennett

Jim Bennett

Secretary of State

STATE OF ALABAMA)
)
COUNTY OF MORGAN)

**ARTICLE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF UTILITY AUTOMATION 2000, INC.**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, as President of **UTILITY AUTOMATION 2000, INC.**, a corporation organized and existing under the laws of the State of Alabama, (the "Corporation") hereby certifies that, in accordance with Sections 10-2B-10.01, 10-2B-10.03, and 10-2B-10.06 of the Alabama Business Corporation Act ("ABCA"), the Articles of Incorporation ("the Articles") were amended by the approval of all the shareholders and the Board of Directors of the Corporation by unanimous consent executed as of the 30 of December, 1999 and states as follows:

The name of the Corporation is Utility Automation 2000, Inc.

That the date of filing the original Articles with the Judge of Probate of Morgan County, Alabama was July 14, 1997.

That the original Articles were amended, restated and filed with the Judge of Probate of Morgan County, Alabama on May 14, 1999.

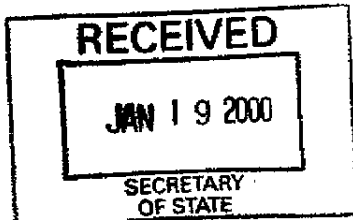
That the text of the Articles is hereby amended by deleting Article I to change the name of the Corporation and by incorporating the provision thereof into the new Article I. The new name of the Corporation shall be **UTILITY AUTOMATION INTEGRATORS, INCORPORATED** and is a **SUCCESSOR CORPORATION** to **UTILITY AUTOMATION 2000, INC.** Article I of the Articles shall read as follows:

**"ARTICLE I"
NAME**

The name of the corporation shall be Utility Automation Integrators, Incorporated.

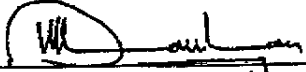
I further certify that the within Amended Article of Incorporation is being filed in the Office of the Judge of Probate of Morgan County, Alabama for the purpose of effecting such amendment to the Articles in accordance with the requirements of the Code of Alabama 1975, Section 10-2B-10.07(d), and the requisite number of shareholders under the Code of Alabama 1975, Section 10-2B-10.06 approved this Amended Article of Incorporation by unanimous consent executed as of December 30, 1999, there being only one class of common stock outstanding on such date, the total number of outstanding and entitled to vote thereon on such date being 1,000 and number of shares voting in favor of this Amended Article of Incorporation being 1,000.

IN WITNESS WHEREOF, I hereunto set my hand and seal this the 30 day of



December 1999.

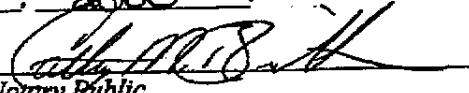
UTILITY AUTOMATION INTEGRATORS, INCORPORATED

 (Seal)
Swatantar Chauhan, President

STATE OF ALABAMA)
COUNTY OF Madison)

SWORN TO and SUBSCRIBED before me, a notary public in and for said county and state

on the 10th day of January, 2000


Notary Public
My Commission Expires: 8-17-2003

2000 131
Filed in the Above
INCORPORATION Book & Page
01-13-2000 04:05:17 PM
Bobby Day - Probate Judge
Madison County, Alabama
Book/Pgs: 2000/129
Treas/Cashier: RECORD / Jennifer
Trans: 57,1675,2769
Recorded: 01-13-2000 16:06:56
REC Recording Fee
AFF Special Fee (Act 95-424) 10.00
Total Fees: \$ 15.00 5.00