

F98000006502

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: American Meter Company
(Name of corporation - must include suffix)

Dear Sir or Madam:

000002682840--0
-11/08/98--01028--003
*****70.00 *****70.00

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

C. K. Brown
(Name of Person)
American Meter Company
(Firm/Company)
300 Welsh Road, Building One
(Address)
Horsham, PA 19044-2234
(City/State/Zip)

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98 NOV 30 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

W98-25359

C. K. Brown at (215) 830-1800
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

AL DEC - 1 1998



AMERICAN METER COMPANY

Measurement Engineers Since 1836

300 WELSH ROAD ■ BUILDING ONE ■ HORSHAM, PA 19044-2234

(215) 830-1800 ■ FAX # (215) 830-1890

November 6, 1998

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: American Meter Company
Florida Business Registration

Dear Sirs:

American Meter Company desires authorization to transact business in Florida. Accordingly, enclosed are the following:

- Florida Transmittal Letter.
- Application By Foreign Corporation For Authorization To Transact Business In Florida.
- A check in the amount of \$70.00 as required by the application.
- Original Certificate of Good Standing issued by the State of Delaware - State of American Meter's incorporation dated October 27, 1998.
- Original Certified Certificate of Incorporation issued by the State of Delaware - State of American Meter's incorporation dated October 27, 1998.

If any additional information is required or if you have any questions concerning the enclosed material please do not hesitate to contact me directly.

Very truly yours,

William J. Didzearkis
Tax Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 10, 1998

C.K. BROWN
AMERICAN METER COMPANY
300 WELSH ROAD, BUILDING ONE
HORSHAM, PA 19044-2234

SUBJECT: AMERICAN METER COMPANY
Ref. Number: W98000025359

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for AMERICAN METER COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 798A00054453



AMERICAN METER COMPANY

Measurement Engineers Since 1836

300 WELSH ROAD ■ BUILDING ONE ■ HORSHAM, PA 19044-2234

(215) 830-1800 ■ FAX # (215) 830-1890

November 24, 1998

Florida Department of Revenue
Division of Corporations
P.O. Box 6327
Attn: Agnes Lunt
Tallahassee, Florida 32314

Re: American Meter Company
Ref. Number: W98000025359
Letter Number: 79A00054453

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ms. Lunt:

As requested in your recent letter dated November 10, 1998, (copy attached) we have completed section 6 of the Application By Foreign Corporation For Authorization To Transact Business In Florida and enclose the original form.

We apologize for the unintentional omission of the date which American Meter first transacted business in Florida, being September 28, 1998.

If you require any additional information regarding this application please do not hesitate to contact me directly.

Very truly yours,

William J. Didzearkis
Tax Manager

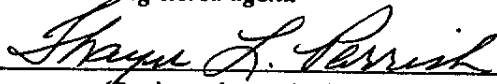
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. American Meter Company
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 06-1119143
(FEI number, if applicable)
4. September 13, 1984
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. September 28, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 300 Welsh Road, Building One
Horsham, PA 19044-2234
(Current mailing address)
8. Mfg. & Sale of Gas Meters and Related Products
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Thayer L. Parrish
Office Address: 2933 Foxcroft Drive
Tallahassee, Florida, 32308
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable).-

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

See Attached Schedule

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: _____

Address: _____

See Attached Schedule

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. C. K. Brown
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. C. K. Brown, Asst. Sec. C. K. Brown
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

**American Meter Company
300 Welsh Road, Building One
Horsham, PA 19044-2234**

Board of Directors

Gerhard Esohenröder
Ruhrgas AG
Hut tropstrasse 60
D4300 Essen 1
Germany

Rolf Beyer
Ruhrgas AG
Hut tropstrasse 60
D4300 Essen 1
Germany

Hubert Dombrowski
Ruhrgas AG
Hut tropstrasse 60
D4300 Essen 1
Germany

Johann von Graevenitz
Ruhrgas AG
Hut tropstrasse 60
D4300 Essen 1
Germany

Friedrich Janssen
Ruhrgas AG
Hut tropstrasse 60
D4300 Essen 1
Germany

Harry I. Skilton
300 Welsh Road, Building One
Horsham, PA 19044-2234

Andrew Watson
300 Welsh Road, Building One
Horsham, PA 19044-2234

Alex Tyshovnytsky
300 Welsh Road, Building One
Horsham, PA 19044-2234

Note: All terms of Office expire August 15, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**American Meter Company
300 Welsh Road, Building One
Horsham, PA 19044-2234**

Officers

Harry I. Skilton	President - CEO
Edmund B. Lenning	V.P. - U.S. Sales
Howard S. Becker	V.P. - Human Resources
Andrew Watson	Executive V.P. - Treasurer
Alex Tyshovnytsky	V.P. - Finance
John Bergeron	V.P. - Industrial Products/Automated Systems
Terry Mitchell	V.P. - Residential Products
John H. Poole	V.P. - Canadian Meter
Kenneth I. Schaner	Secretary
Charles K. Brown	Assistant Secretary
Wolf-Rainer Bentzien	Assistant Secretary
Barry G. O'Connell	V.P. - Perfection Corporation

Note: The address for all officers is

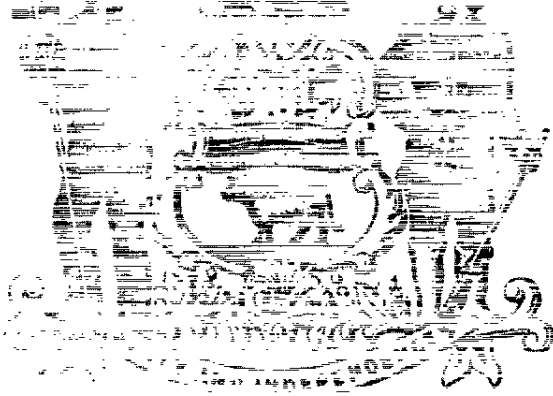
American Meter Company
300 Welsh Road, Building One
Horsham, PA 19044-2234

Note: All terms of Office expire August 15, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN METER COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1998.



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SECRETARY OF STATE
DELAWARE

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9373208

DATE: 10-27-98