

F98000006502

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

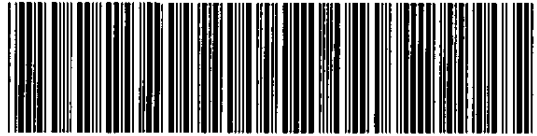
(Document Number)

Certified Copies

Certificates of Status

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 AUG 24 AM 11:13

T. Roberts AUG 26 2009



Elster Group
North America
Two West Liberty Boulevard
Suite 180
Malvern, PA 19355
USA

T +1 610 993 2610
F +1 610 993 2615
www.elster.com

VIA US MAIL

August 18, 2009

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

Herbert Hoffman
Vice President and General Counsel
herbert.hoffman@elster.com
M +1 610 955 5698

RE: American Meter Company
Application by Foreign Profit Corporation to File Amendment to
Application for Authorization to Transact Business in Florida

To the Business Services Division,

Enclosed please find an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, a Certificate of Amendment evidencing the name change from American Meter Company to Elster American Meter Company, a Certificate of Good Standing/Certificate of Existence and a check for \$43.75.

Should you have any questions, do not hesitate to contact me.

Thank you.

Very truly yours,

Herbert E. Hoffman
Secretary, Elster American Meter Company

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: American Meter Company
Name of Corporation

DOCUMENT NUMBER: F98000006502

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Valerie Lubar
Name of Contact Person

Elster Group c/o Elster American Meter Company
Firm/Company

2 West Liberty Blvd., Suite 180
Address

Malvern, PA 19355
City/State and Zip Code

Valerie.Lubar@elster.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Valerie Lubar at (610) 993 2614
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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)

F98000006502

(Document number of corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 AUG 24 AM 11:13

1. American Meter Company
(Name of corporation as it appears on the records of the Department of State)

2. Delaware 3. November 30, 1998
(Incorporated under laws of) (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? December 13, 2006

5. Elster American Meter Company
(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.

Herbert E. Hoffman
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Herbert E. Hoffman
(Typed or printed name of person signing)

Secretary
(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "AMERICAN METER COMPANY", CHANGING ITS NAME FROM "AMERICAN METER COMPANY" TO "ELSTER AMERICAN METER COMPANY", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2006, AT 4:36 O'CLOCK P.M.

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



2043976 8100

061142027

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5277329

DATE: 12-13-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:36 PM 12/13/2006
FILED 04:36 PM 12/13/2006
SRV 061142027 - 2043976 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AMERICAN METER COMPANY**

American Meter Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, as amended (the "Corporation"),
DOES HEREBY CERTIFY:

FIRST: That by Unanimous Written Consent in Lieu of Meeting of the Board of Directors of the Corporation resolutions were duly adopted in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, as amended, setting forth a proposed amendment to the Certificate of Incorporation. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the name of the Corporation shall hereby be changed to the following:

Elster American Meter Company

SECOND: That said amendment was duly adopted by the sole stockholder of the Corporation by an Action by Written Consent of the Sole Shareholder in accordance with Section 228 of the General Corporation Law of the State of Delaware, as amended.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, as amended.

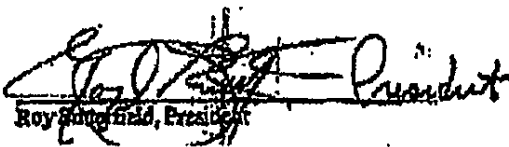
DEC-13-2005 13:47

P.05/12

IN WITNESS WHEREOF, said American Meter Company has caused this
certificate to be signed this 11 day of December, 2006.

AMERICAN METER COMPANY

By:


Roy S. S. Field, President

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELSTER 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 FIRST DAY OF JULY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ELSTER AMERICAN METER COMPANY" WAS INCORPORATED ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1984.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

2043976 8300

090666298

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7395807

DATE: 07-01-09