

L 99000005566

HOVIS & BOYETTE, P.A.

Attorneys at Law

BankFIRST Building, Second Floor

1380 Grand Highway

Clermont, Florida 34711

TEL: (352) 394-2103

FAX: (352) 394-2105

George E. Hovis  
Wade Boyette

Post Office Drawer 120848  
Clermont, FL 34712-0848

August 25, 1999

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

600002975166--0

-08/31/99--01077--004

\*\*\*\*320.00 \*\*\*\*285.00

RE: SENTRY METERING SYTEMS, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Amendment of Sentry Metering Systems, Inc., together with a check in the amount of \$35.00 representing the filing fee.

Once the Articles of Amendment are filed and the name of Sentry Metering Systems is released, please file the enclosed Articles of Organization for Sentry Metering Systems, L.L.C. An original and one copy of the Articles of Organization are enclosed together with a check in the sum of \$285.00 representing the filing fee and registered agent fee.

If you have any questions regarding this matter, please contact our office and speak with Jo Ann.

Very truly yours,

HOVIS & BOYETTE, P.A.

  
Wade Boyette

W 99-20573

KWB/jcg  
Enclosures

[AL]

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -2 PM 1:45

**ARTICLES OF ORGANIZATION**  
of  
**SENTRY METERING SYSTEMS, L.L.C.**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit and hereby adopt the following Articles of Organization for such limited liability company:

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE**

The name of this limited liability company is SENTRY METERING SYSTEMS, L.L.C., and its principal office and mailing address is located at 17600 State Road 50, Winter Garden, FL.

**ARTICLE II**

**DURATION**

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

**ARTICLE III**

**PURPOSE**

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**CAPITAL CONTRIBUTIONS**

The total amount of cash and property contributed to this limited liability company by its members upon the filing of these Articles of Organization is Fifty Thousand and No/100 Dollars (\$50,000.00). There are no additional contributions which have been agreed upon by the members at the time of the filing of these Articles of Organization. The members are free to agree upon additional contributions to this limited liability company at any point in the future.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP 2 PM 1:45

ARTICLE V  
**MEMBERSHIP**

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign their interests.

ARTICLE VI  
**DISSOLUTION**

The limited liability company will dissolve as provided in the Operating Agreement executed by and among the members.

ARTICLE VII  
**MANAGEMENT**

This organization is to be managed by a manager or managers elected by a majority vote of its members. The initial manager, who shall serve until the earlier of his death, resignation, replacement or until the first annual meeting of members and his successors are elected and qualified, shall be:

Robert H. Wallick – 312 E. Geneva Street, Ocoee, FL 34761

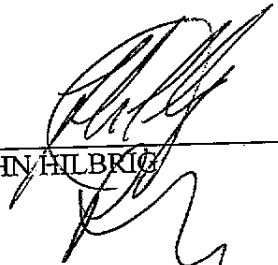
ARTICLE VIII  
**INITIAL REGISTERED OFFICE AND AGENT**

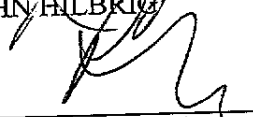
The street address of this limited liability company's initial registered office is 17600 State Road 50, Winter Garden, FL, and the name of this limited liability company's initial registered agent is Robert H. Wallick.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of SENTRY METERING SYSTEMS, L.L.C..

FILED  
SECRETARY OF STATE  
SECTION OF CORPORATIONS  
99 SEP -2 PM 1:45

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization for this limited liability company this 20th day of August, 1999.

  
\_\_\_\_\_  
JOHN HILBRICH

  
\_\_\_\_\_  
PETER HERZIG

  
\_\_\_\_\_  
ROBERT H. WALLICK

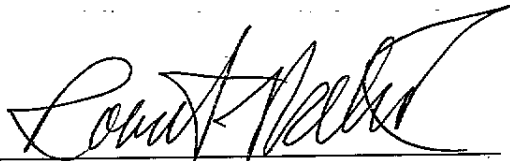
[LLP\Articles]

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -2 PM 1:45

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, ROBERT H. WALLICK, am familiar with and hereby accept the appointment as Registered Agent for SENTRY METERING SYSTEMS, L.L.C., as set forth in the Articles of Organization filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 20 day of August, 1999.

  
ROBERT H. WALLICK

 NOTARY PUBLIC  
STATE OF FLORIDA  
KRYSTAL TEMPLE  
COMMISSION # CC 594692  
EXPIRES OCT 20, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

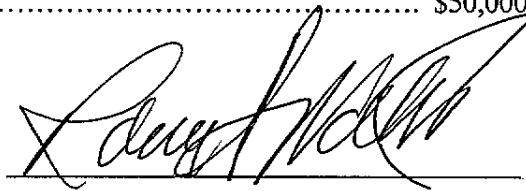


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -2 PM 1:45

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SENTRY METERING SYSTEMS, L.L.C., deposes and states as follows:

1. The above-named limited liability company has at least one member.
2. The total amount of cash contributed by the member(s) is ..... \$50,000.00
3. The agreed value of property other than cash contributed by member(s) is (see attached Exhibit "A" for description).....\$ - 0 -
4. The amount of cash or property anticipated to be contributed by member(s) is .....\$ - 0 -
5. The total amount of Nos. 2, 3, and 4 is ..... \$50,000.00



Signature of member or authorized  
representative of member.

*(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -2 PM 1:45