

P34205

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

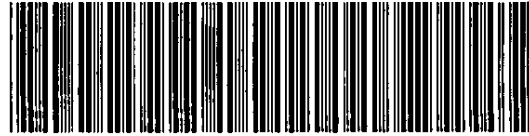
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Shana Klatula
Advised to give
the 8/4/10 Filing
Date

Office Use Only



600183609526

07/27/10--01020--019 **35.00

10 AUG -4 AM 8:30

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name chg
C/a 8/4/10

7000A Hollister Road
Houston, Texas 77040-5337
Tel: +1 713 939 9399
Fax: +1 713 939 0393

TELVENT

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

Taxpayer: Telvent Farradyne Inc.
FEIN: 52-1366064
Document Number: P34205

July 12, 2010

Dear Florida Department of State, Corporations Division:

This letter shall serve as notice that Telvent Farradyne Inc., EIN 52-1366064 has officially changed its corporate name to Telvent USA Corporation.

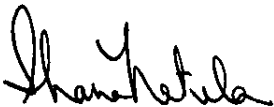
Please find the enclosed Application for Amended Certificate of Authority, a Consent to Use of Name Statement, as well as the \$35 check for payment of the filing fee.

If additional details are required, you may contact me at (713) 346-0687 or by e-mail at shana.natula@telvent.com. Written correspondence may be remitted to the following address:

Telvent USA Corporation
C/O Shana Natula
7000A Hollister Road
Houston, TX 77040

Thank you for your assistance in this matter.

Yours truly,



Shana Natula
Tax Manager
Telvent North America

7000A Hollister Road
Houston, Texas 77040-5337
Tel: +1 713 939 9399
Fax: +1 713 939 0393
info.usa@telvent.abengoa.com

TELVENT

July 12, 2010

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

Re: Consent to Use of Name

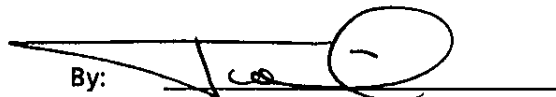
Taxpayer Name: Telvent Farradyne Inc.
FEIN: 52-1366064
Document Number: P34205

Taxpayer Name: Telvent USA, Inc.
FEIN: 36-4334564
Control Number: F00000002127

Dear Sirs:

Please be advised that Telvent USA, Inc., a corporation organized under the laws of the state of TX, was merged into Telvent Farradyne Inc. on July 1, 2010, with Telvent Farradyne Inc. being the surviving entity of the merger. As such, Telvent USA, Inc. will be withdrawing from the state of Florida.

I, Tom Dilworth, CFO and officer for Telvent USA, Inc. hereby consent to the use of the name Telvent USA Corporation by Telvent Farradyne Inc. in the state of Florida.

By: 

Name: Tom Dilworth

Title: CFO

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)

P34205

(Document number of corporation (if known))

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AUG - 4 AM 8:30

1. Telvent Farradyne Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Maryland
(Incorporated under laws of)

3. 06/05/1991
(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? 07/01/2010

5. Telvent USA Corporation
(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)

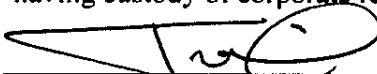
6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

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

N/A
(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.


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

Tom Dilworth
(Typed or printed name of person signing)

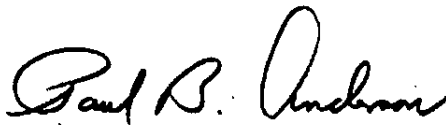
CFO
(Title of person signing)

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT TELVENT USA CORPORATION, INCORPORATED NOVEMBER 07, 1984, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JULY 08, 2010.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

State of Maryland
**Department of
Assessments and Taxation**

Charter Division



Martin O'Malley
Governor

C. John Sullivan, Jr.
Director

Paul B. Anderson
Administrator

Date: 06/30/2010

DLA PIPER US LLP
ATTN DIANE S WILLIAMS, PARALEGAL
6225 SMITH AVENUE
BALTIMORE MD 21209-3600

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : TELVENT USA CORPORATION
DEPARTMENT ID : D01815687
TYPE OF REQUEST : ARTICLES OF MERGER / NAME CHANGE
DATE FILED : 06-30-2010
TIME FILED : 04:50 PM
RECORDING FEE : \$100.00
EXPEDITED FEE : \$70.00
COPY FEE : \$24.00
POSTAGE FEE : \$5.00
FILING NUMBER : 1000361999997962
CUSTOMER ID : 0002449590
WORK ORDER NUMBER : 0003666171

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT
IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK
ORDER NUMBER ON ANY INQUIRIES.

Charter Division
Baltimore Metro Area (410) 767-1350
Outside Metro Area (888) 246-5941

ENTITY TYPE: ORDINARY BUSINESS - STOCK
STOCK: Y
CLOSE: U
PRINCIPAL OFFICE: STE. 200
1390 PICCARD DR.
ROCKVILLE MD 20850
RESIDENT AGENT: NATIONAL REGISTERED AGENTS, INC. OF MD.
SECOND FLOOR
836 PARK AVENUE
BALTIMORE MD 21201

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES:
SURVIVOR:

(D01815687) TELVENT USA CORPORATION.

THE NAME OF THE SURVIVING ENTITY HAS BEEN CHANGED

FROM: TELVENT FARRADYNE INC.

TO: TELVENT USA CORPORATION.

MERGED ENTITIES:

(F05724885) TELVENT USA, INC.

EFFECTIVE DATE: 6/30/10 AT 11:59 P.M.

CORPORATE CHARTER APPROVAL SHEET

EXPEDITED SERVICE

KEEP WITH DOCUMENT

DOCUMENT CODE 11A BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) Telvent

USA, Inc.



1000361999997982

ID # D01815687 ACK # 1000361999997982

PAGES: 0005

TELVENT USA CORPORATION

MAIL
BACK

08/30/2010 AT 04:50 P MO # 0003666171

Surviving (Transferee) Telvent

Farradyme Inc.

(MD) D 01815687

New Name Telvent USA

Corporation

FEES REMITTED

Base Fee: 100
Org. & Cap. Fee: _____
Expedite Fee: 70
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
1 Certified Copies
_____ Certificates
Copy Fee: 24
Certificate of Status Fee: _____
Personal Property Filings: _____
Mail Processing Fee: 5
Other: _____
TOTAL FEES: 199

☒ Change of Name
☐ Change of Principal Office
☐ Change of Resident Agent
☐ Change of Resident Agent Address
☐ Resignation of Resident Agent
☐ Change of Designation of Resident Agent
and Resident Agent's Address
☐ Change of Business Code
☐ Adoption of Assumed Name
☐ Other Change(s)

Credit Card _____ Check / Cash _____

Documents on _____ Checks

Approved By: [Signature]

Keyed By: [Signature]

COMMENT(S): watch

Code 048

Attention: Diane S. Williams, Paralegal

Mail: Name and Address

DLA Piper LLP (US)

6225 Smith Avenue

Baltimore, Maryland 21209

Stamp Work Order and Customer Number HERE

CUST ID: 0002449590
WORK ORDER: 0003666171
DATE: 08-30-2010 04:50 PM
AMT. PAID: \$199.00

Efective

6-30-10

at 11:59pm

ARTICLES OF MERGER

BETWEEN

TELVENT USA, INC.
(a Texas Corporation)

AND

TELVENT FARRADYNE INC.
(a Maryland Corporation)

Effective

6-30-10

OK

11:59 pm

TELVENT FARRADYNE INC., a corporation duly organized and existing under the laws of the State of Maryland ("Parent Corporation") and TELVENT USA, INC., a corporation duly organized and existing under the laws of the State of Texas ("*Subsidiary Corporation*"), do hereby certify that:

FIRST: Parent Corporation and Subsidiary Corporation agree to merge in accordance with that certain Agreement and Plan of Merger (the "*Agreement*") pursuant to which the Subsidiary Corporation will merge with and into the Parent Corporation, with the Parent Corporation surviving the merger (the "*Surviving Corporation*").

SECOND: The name and place of incorporation of each party to the Agreement and Articles of Merger are TELVENT USA, INC., a Texas corporation, and TELVENT FARRADYNE INC., a Maryland corporation.

THIRD: The date of incorporation of Parent Corporation was November 7, 1984. Parent Corporation is incorporated under the Maryland General Corporation Law. The date of incorporation of Subsidiary Corporation was December 17, 1999. Subsidiary Corporation was incorporated under the Texas Business Corporation Act and is subject to the Texas Business Organizations Code as of January 1, 2010 and is not qualified to do business in Maryland.

FOURTH: Parent Corporation has its principal office in Maryland in Montgomery County, Maryland. Subsidiary Corporation has its principal office in Texas and does not own an interest in land in Maryland.

FIFTH: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized, and approved by each corporation party to the Articles of Merger in the manner and by the vote required by its charter and the laws of the state of its incorporation. The manner of approval was as follows:

(a) The Board of Directors of Parent Corporation, by written consent dated June 29, 2010 signed by all the directors and filed with the

minutes of proceedings of the Board of Directors, adopted a resolution which approved the Articles of Merger, declared that the proposed merger was advisable on substantially the terms and conditions set forth or referred to in the resolution which approved the Articles of Merger;

(b) The Board of Directors of Subsidiary Corporation by written consent dated June 29, 2010 signed by all the directors and filed with the minutes of proceedings of the Board of Directors, adopted a resolution which approved the Articles of Merger, declared that the proposed merger was advisable on substantially the terms and conditions set forth or referred to in the resolution;

SIXTH: The total number of shares of stock of all classes which Parent Corporation has authority to issue is 5,500 shares, all of which shares are classified as Common Stock with \$1.00 par value per share. The aggregate par value of all the shares of stock of all classes of Parent Corporation is \$5,500. The total number of shares of stock of all classes which Subsidiary Corporation has authority to issue is 1,000 shares, all of which are Common Stock with \$10 par value per share. The aggregate par value of all the shares of stock of all classes of Subsidiary Corporation is \$10,000. The Merger does not change the authorized stock of the Surviving Corporation.

SEVENTH: No amendment to the Articles of Incorporation of Parent Corporation is to be effected as part of the Merger, except that upon completion of the Merger, the name of the Surviving Corporation shall be changed to "Telvent USA Corporation." ✓

EIGHTH: The Parent Corporation, the surviving corporation, owns all of the issued and outstanding shares of the Subsidiary Corporation.

NINTH: The terms and conditions of the merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation, or other consideration and the treatment of any issued stock of the merging corporations not to be converted or exchanged are as follows:

(a) Each issued and outstanding share of the common stock of Subsidiary Corporation on the effective date of the Merger, shall upon effectiveness and without further act, be deemed to be surrendered by its holder and liquidated and canceled, to be of no further force or effect.

(b) Each issued and outstanding share of the common stock of Parent Corporation on the effective date of the Merger, shall be converted into one issued and outstanding share of the common stock of the Surviving Corporation, with any fractional shares being rounded down to the nearest whole share.


TENTH: The merger shall be effective at 11:59 p.m. Eastern time on June 30, 2010.

IN WITNESS WHEREOF, TELVENT USA, INC. and TELVENT FARRADYNE INC. have caused these presents to be signed in their respective names and on their respective behalves by their respective presidents and witnessed by their respective secretaries on June 29, 2010.

WITNESS:


Cameron Demcoe, Secretary

TELVENT USA, INC.
(a Texas corporation)

By 
David P. Jardine, President

WITNESS:

Cameron Demcoe, Secretary

TELVENT FARRADYNE INC.
(a Maryland corporation)

By _____
Patrick McGowan, President

THE UNDERSIGNED, President of TELVENT FARRADYNE INC., a Maryland corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

Patrick McGowan, President

THE UNDERSIGNED, President of TELVENT USA, INC., a Texas corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act and deed of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


David P. Jardine, President

IN WITNESS WHEREOF, TELVENT USA, INC. and TELVENT FARRADYNE INC. have caused these presents to be signed in their respective names and on their respective behalves by their respective presidents and witnessed by their respective secretaries on June 29, 2010.

WITNESS:

TELVENT USA, INC.
(a Texas corporation)

Cameron Demcoe, Secretary

By _____
David P. Jardine, President

WITNESS:

TELVENT FARRADYNE INC.
(a Maryland corporation)



Cameron Demcoe, Secretary

By 

Patrick McGowan, President

THE UNDERSIGNED, President of TELVENT FARRADYNE INC., a Maryland corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Patrick McGowan, President

THE UNDERSIGNED, President of TELVENT USA, INC., a Texas corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act and deed of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

David P. Jardine, President