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December 29, 1997

VIA FEDERAL EXPRESS

MEMBER OF FLORIDA  
AND GEORGIA BAR

REAL PROPERTY LAW  
TITLE INSURANCE  
REAL ESTATE CLOSINGS  
WILLS, TRUSTS AND ESTATE PLANNING  
ESTATE ADMINISTRATION AND PROBATE

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: ~~CONTEMPORARY ART, INC.~~  
METER TECHNOLOGIES, INC.

500002385865--2  
-12/30/97--01048--019  
\*\*\*\*122.50 \*\*\*\*122.50

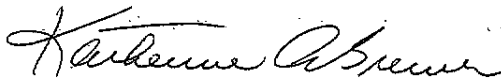
Ladies and Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporations. I have also enclosed a check in the amount of \$122.50 which represents the filing fee for each corporation as follows:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Resident Agent Designation	\$ 35.00
Total	\$122.50

Please return the certified copies to the undersigned as soon as possible. Thank you very much for your cooperation in this matter.

Sincerely yours,



Katherine A. Brewer, CLA  
Legal Assistant to  
Lee Max Rothman

Enclosure  
cc: client

FILED  
97 DEC 30 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
12-31-97

**ARTICLES OF INCORPORATION  
OF  
METER TECHNOLOGIES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation is        METER TECHNOLOGIES, INC.

**FILED**  
97 DEC 30 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be

6600 W. Rogers Circle Suite 11  
Boca Raton, FL 33487

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 10,000 shares of Common Stock, for a nominal or par value of \$1.00 per share.

## ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon sale for cash of any new stock in this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office and agent of this corporation is:

LEE MAX ROTHMAN, ESQUIRE  
Law Offices of Lee Max Rothman, P.A.  
2295 Corporate Boulevard, N.W., Suite 134  
Boca Raton, FL 33431

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the director(s) of this corporation is:

Abram Ackerman	6600 W. Rogers Circle, Suite 11 Boca Raton, FL 33487
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Cynthia Ackerman	6600 W. Rogers Circle, Suite 11 Boca Raton, FL 33487
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## ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

LEE MAX ROTHMAN, P.A.	2295 Corporate Blvd., Ste 134 Boca Raton, FL 33431
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#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

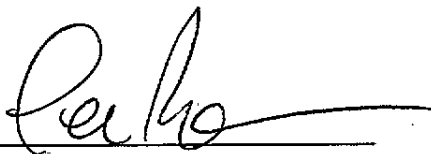
#### ARTICLE X - I.R.C. STOCK PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers of the Corporation to accomplish this compliance.

#### ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to the same reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 29 day of December, 1997.

A handwritten signature in black ink, appearing to read 'Lee Max Rothman', written over a horizontal line.

Lee Max Rothman

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH  
PROCESS MAY BE SERVED**

In pursuance to Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act.

That METER TECHNOLOGIES, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Boca Raton, FL as its agents to accept service of process within this State.

1. The name of the corporation.

METER TECHNOLOGIES, INC.

2. The name and address of the registered agent and office is:

LEE MAX ROTHMAN, ESQUIRE  
Law Offices of Lee Max Rothman, P.A.  
2295 Corporate Boulevard, N.W., Suite 134  
Boca Raton, FL 33431

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: December 29 1997.

  
\_\_\_\_\_  
LEE MAX ROTHMAN  
Registered Agent

**FILED**  
97 DEC 30 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA