P97000109081

Law Offices of

LEE MAX ROTHMAN, P.A.

ONE EXECUTIVE COURT 2295 CORPORATE BLVD., N. W. SUITE 184

BOCA RATON, FLORIDA 33431

February 5, 1998

SOF FOR PARTIES AND GEORGIANDS

REAL PROPERTY LAW TITLE INSURANCE REAL ESTATE CLOSINGS

WILLS, TRUSTS AND ESTATE PLANNING ESTATE ADMINISTRATION AND PROBATE

TELEPHONE (561) 241-5500

FACSIMILE (561) 241-5509

E-MAIL ADDRESS leemrothman@worldnet.att.net

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

Re: Amendment to Articles of Incorporation of METER TECHNOLOGIES, INC.

Indrea L'Minnies

-02/12/98--01095--004 ******35.00

Ladies and Gentlemen:

Enclosed please find an original and one copy of an Amendment to the Articles of Incorporation for the above referenced corporation. I have also enclosed a check in the amount of \$35.00 which represents the filing fee. Please return the copy to the undersigned as soon as possible. Thank you very much for your cooperation in this matter.

Very truly yours,

Andrea L. Minnies

Paralegal

Enclosure cc: client

2-26-98



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

February 17, 1998

ANDREA L. MINNIES ONE EXECUTIVE COURT 2295 CORPORATE BLVD., N.W., STE. 134 BOCA RATON, FL 33431

SUBJECT: METER TECHNOLOGIES, INC.

Ref. Number: P97000109081

We have received your document for METER TECHNOLOGIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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) 487-6909.

Velma Shepard Corporate Specialist

Letter Number: 398A00008968



Law Offices of LEE MAX ROTHMAN, P.A.

ONE EXECUTIVE COURT 2295 CORPORATE BLVD., N. W. SUITE 134 BOCA RATON, FLORIDA 33431

February 20, 1998

TELEPHONE (561) 241-5500

FACSIMILE (561) 241-5509

E-MAIL ADDRESS leemrothman@worldnet.att.net

> Secretary of State Division of Corporations

MEMBER OF FLORIDA AND GEORGIA BAR

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

409 E. Gaines Street Tallahassee, Fl 32399

> Amendment to Articles of Incorporation of METER TECHNOLOGIES, INC. Re:

> > narea L. Mirnies

Ladies and Gentlemen:

Enclosed please find an original and one copy of a revised Amendment to the Articles of Incorporation for the above referenced corporation, in response to your letter of February 17, 1998. (copy attached) Please return the copy to the undersigned as soon as possible. Thank you very much for your cooperation in this matter.

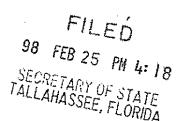
Very truly yours,

Andrea L. Minnies

Paralegal

Enclosure cc: client

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF METER TECHNOLOGIES, INC.



Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The address of this corporation at time of incorporation was 6600 W. Rogers Circle, Suite 11, Boca Raton, Florida 33487

SECOND: The address of this corporation shall be changed to 1200 Clint Moore Road, Suite 11, Boca Raton, Florida 33487. Henceforth, all business and dealings of the corporation shall be conducted at that location.

THIRD: The date of said Amendment shall be contemporaneous herewith.

FOURTH: The Amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

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 First Article of Amendment to The Articles of Incorporation, this ______ day of February, 1998.

Lee Max Rothman, Esq.

Incorporator

of METER TECHNOLOGIES, INC.