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William A. Adams

Accountant & Business Consultant

13100 Pine Borough Lane
Palm Beach Gardens, Florida 33418

February 1, 1999

FILED
99 FEB 22 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ms Katharine Harris
Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms Harris:

Enclosed are the Articles of Incorporation for:

Echols Metering, Inc.

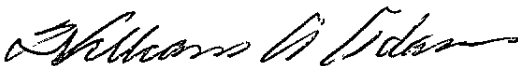
and a check in the amount of \$70.00 to cover the cost of the various fees.

Please return the notice of filing with the assigned document number to my office at:

William A. Adams
13100 Pine Borough Lane
Palm Beach Gardens, Florida 33418

Thank you.

Sincerely,



William A. Adams

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ARTICLES OF INCORPORATION
OF
ECHOLS METERING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is: Echols Metering, Inc.

ARTICLE II
DURATION

This Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the registered office and the principal place of business is: 2232 NW 32nd Drive, Okeechobee, Florida 34972

and the initial registered agent(s) of this Corporation at that address is: Thomas L. Close

ARTICLE V
BOARD OF DIRECTORS

This Corporation shall have one director(s) initially. The number of directors may be increased or decreased from time to time by the By-Laws. The name(s) and address(es) of the initial director(s) of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas L. Close	2232 NW 32nd Dr., Okeechobee, Fl., 34972

ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VII
INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas L. Close	2232 NW 32nd Dr., Okeechobee, Fl., 34972

ARTICLE VIII
POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Director(s) may participate in meetings of the Board of Director(s) by by means of a conference telephone provided by law.

ARTICLE X
ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The director(s) of this Corporation may take action by written consent.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, any right conferred upon the shareholders is subject to this reservation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted: Echols Metering, Inc.

desiring to organize under the laws of the State of Florida, with its principal place of business: 2232 NW 32nd Dr., Okeechobee, Fl., 34972

has named: Thomas L. Close

located at: 2232 NW 32nd Dr., Okeechobee, Fl., 34972

as its agent to accept service of process within Florida.

Thomas L. Close

Thomas L. Close

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I, HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Thomas L. Close

Agent: Thomas L. Close

February 17 1999

Date

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of Feb, 1999.

Thomas L. Close

Thomas L. Close

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF OKEECHOBEE)

Before me a notary public authorized to take acknowledgements in the State and County aforesaid, personally appeared:

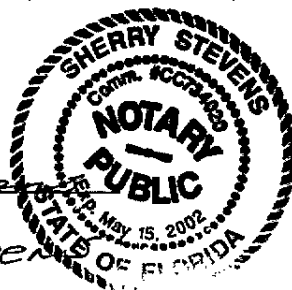
Thomas L. Close,
known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who has shown a valid Florida driver's license, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17 day of

February, 1999.

Sherry Stevens

Notary Public
Sherry Stevens



My Commission Expires

5-15-02