

William A. Adams

Accountant & Business Consultant

13100 Pine Borough Lane
Palm Beach Gardens, Florida 33418

P99000017576

August 26, 1999

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*****35.00 *****35.00

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

Dear Ms. Harris:

Attached are the minutes of a special meeting of the directors
of the Echols Metering, Inc., whereby the name of the Corporation
has been changed to:

Close Metering, Inc.

Please amend the record to indicate the change.

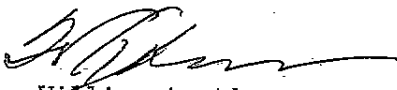
Enclosed is a check in the amount of \$35.00 for this purpose.

Please send document to the address below:

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

Thank you.

Sincerely,


William A. Adams

FILED
99 AUG 30 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

ECHOLS METERING, INC.

(present name)

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: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article One of the Articles of Incorporation filed by the above named corporation have been changed to read " CLOSE METERING, effective August 1, 1999."

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: August 1, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

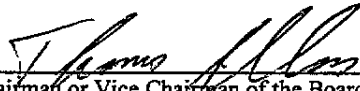
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 24th day of August, 19 99

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Thomas L. Close

Typed or printed name

Director, President and Secretary

Title

WAIVER OF NOTICE OF SPECIAL MEETING

OF THE

BOARD OF DIRECTORS

OF

ECHOLS METERING, INC.

WE, the undersigned, being all of the Directors of the Corporation, hereby agree and consent that a special meeting of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such meeting or adjournment meeting were held after notice.

Place of Meeting: 2232 NW 32nd DRIVE, OKEECHOBEE, FLORIDA

Date of Meeting: August 1, 1999

Time of Meeting: 9:00 O'clock, AM

Purpose of Meeting: TO VOTE ON CHANGE OF CORPORATE NAME.

Dated: July 20,

, 1999



Director
THOMAS CLOSE

Director

Director

MINUTES OF SPECIAL MEETING

OF THE BOARD OF DIRECTORS

OF

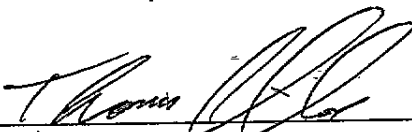
ECHOLS METERING, INC.

The special meeting of the Board of Directors of the above-captioned Corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by the President and the proposal to change the corporate name was presented to the meeting. After discussion, upon motion duly made, seconded and carried, it was RESOLVED, that the name of the corporation be changed to " CLOSE METERING, INC. " effective August 1, 1999.

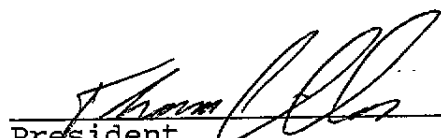
RESOLVED, that the President and such other officers as he may designate are hereby authorized, empowered and directed to take any and all action necessary or desirable to promote the business interests.

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the same was adjourned.



Secretary
THOMAS CLOSE

APPROVED:



President
THOMAS CLOSE