

S25802

ARTICLES OF MERGER
Merger Sheet

MERGING:

CITY METERING, INC., a Florida corporation (Document #P94000024632)

INTO

WATERMASTER METERING SYSTEMS, INC. which changed its name to
CITY METERING, INC., a Florida corporation, S25802

File date: October 3, 1997

Corporate Specialist: Louise Flemming-Jackson



October 2, 1997

Florida Secretary of State's Office
Division of Corporations
Office of Mergers
409 East Gaines Street
Tallahassee, Florida 323299

PER FEDERAL EXPRESS

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***122.50 ***122.50

Ladies and Gentlemen:

As instructed by your Office and pursuant to § 607.1104(1)(a), Raab Karcher Energy Services Corporation, ("RKESC"), the sole shareholder and parent corporation of two Florida corporations, City Metering, Inc. and WaterMaster Metering Systems, Inc., wishes to merge these two subsidiaries pursuant to the *Plan of Merger* adopted by the RKESC Board of Directors and entered into by the two Florida companies. As detailed in the *Plan of Merger*, the surviving company shall be WaterMaster Metering Systems, Inc., whose name shall be changed to City Metering, Inc. Furthermore, as the sole shareholder of both Florida companies, RKESC has waived in writing the mailing requirement outlined in § 607.1104(2).

In addition to the *Plan of Merger*, enclosed please find a check for \$122.50 to cover both the cost of merging these two companies and the fee for a certified copy of the filed document to be returned to us at the address listed below.

FILED
97 OCT -3 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should there be any questions, you may contact me at (212) 922-2700.

Sincerely,

Raab Karcher Energy Services

Chief Executive Officer

Date	10-2997	Sender's FedEx Account Number	1034-8892-3
Sender's Name	Peter Bickelmeier		Phone (212) 922-2700
Company	VEDA CORPORATION		Dept./Box/State/Room
Address	605 3RD AVE 44TH FL		
City	NEW YORK	State	NY Zip 10158
<input checked="" type="checkbox"/> Your Internal Billing Reference Information			
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enc.

605 THIRD AVENUE NEW YORK NY 10158 PHONE (212) 922-2757 FAX (212) 922-2798

merger
NTJ
10-10-97



raab karcher
energy services

October 9, 1997

Louise Jackson
Florida Secretary of State's Office
Division of Corporations
Office of Mergers
409 East Gaines Street
Tallahassee, Florida 323299

PER FEDERAL EXPRESS

RE: Merger of WaterMaster Metering Systems, Inc. and City Metering Inc.

Dear Ms. Jackson:

As instructed today by Ms. Karen Gibson of your Office, attached please find the *Articles of Merger* for the merger of City Metering, Inc. into WaterMaster Metering Systems, Inc. These *Articles* consist of two shareholder resolutions signed by Raab Karcher Energy Services Corporation, the sole shareholder of all the outstanding and issued shares of WaterMaster Metering Systems, Inc. and City Metering, Inc. These resolutions approved the *Plan of Merger* effective September 20, 1997.

Also enclosed are two shareholder resolutions that waive the mailing requirement of § 607.1104(2) of the General Corporation Law of the State of Florida.

I trust that you now have all the documents that are necessary to complete the merger. Upon the consummation of the merger, could you please send me per *Federal Express* a certified copy of the merger documents. Our account number is: 2196-3709-8.

Should there be any questions, we can be reached at (212) 922-2757.

Sincerely,

Raab Karcher Energy Services Corporation


Chief Executive Officer

enc.

FILED

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ARTICLES AND PLAN OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Agreement of merger made October 1, 1997, pursuant to § 607.1104 of the Florida Business Organizations law between City Metering, Inc., a corporation organized and existing under the laws of the State of Florida, and WaterMaster Metering Systems, Inc., a corporation organized and existing under the laws of the State of Florida.

The parties recite and declare that:

1. Both of the constituent corporations desire to merge into a single corporation.
2. Said WaterMaster Metering Systems, Inc., incorporated on January 17, 1991, has an authorized capital stock consisting of 4,000,000 shares, of common stock with \$1.00 par value, of which stock 1,001,000 shares of such common stock is now issued and outstanding and such shares shall be canceled pursuant to this plan and agreement of merger.
3. Said City Metering, Inc., incorporated on March 30, 1994, has an authorized capital stock consisting of 7,500 shares of \$1.00 par value common stock of which stock 100 shares are now issued and outstanding.

The corporations, parties to this agreement, in consideration of the mutual covenants, agreements, and provisions hereinafter contained do hereby prescribe the terms and conditions of the merger and mode of carrying the same into effect as follows:

ARTICLE I
MERGER

WaterMaster Metering Systems, Inc., a corporation organized under the laws of the State of Florida, hereby merges into itself City Metering, Inc., a corporation organized under the laws of the State of Florida, and City Metering, Inc., shall be and hereby is merged into WaterMaster Metering Systems, Inc., which shall be the surviving corporation. The name of the surviving corporation shall be changed from WaterMaster Metering Systems, Inc. to City Metering, Inc.

ARTICLE II
AMENDMENT OF CERTIFICATE

The certificate of incorporation of WaterMaster Metering Systems, Inc., as heretofore amended pursuant to Article V of this Agreement, and as in effect on the day of the merger provided for in this agreement, shall continue in full force and effect as the certificate of incorporation of the corporation surviving this merger.

ARTICLE III CONVERSION OF SHARES

The manner of converting outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this agreement, shall be canceled.

(b) Each share of common stock of the merged corporation which shall be issued and outstanding on the effective date of this agreement and each share of the canceled shares of the surviving corporation as outlined above shall forthwith be changed and converted into stock of the surviving corporation in the following manner:

(1) Raab Karcher Energy Services Corporation, as shareholder of the surviving corporation, shall be issued 100 shares of newly-issued common stock of the surviving corporation for each 10,010 shares of the canceled shares of the surviving corporation, or a total of 1000 shares of common stock.

(2) Raab Karcher Energy Services Corporation, as shareholder of the merged corporation, shall be issued 100 shares of newly-issued common stock of the surviving corporation for each 10 shares of the merged corporation, or a total of 1000 shares of common stock

(c) After the effective date of this agreement each holder of an outstanding certificate representing shares of common stock of the merged corporation or canceled shares of the surviving corporation shall surrender the same to the surviving corporation and each such holder shall be entitled on such surrender to receive the number of newly-issued shares of stock of the surviving corporation on the basis provided herein. Until so surrendered the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though the surrender and exchange had taken place.

ARTICLE IV TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective day of this agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on filing with the Secretary of State of the State of Florida. However, for all accounting purposes the effective day of the merger shall be as of the close of business on October 1, 1997.

(d) On the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in, and devolve on the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

(e) All corporate acts, plans, policies, contracts, approvals and authorizations of the merged corporation, its shareholders, board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the effective day of the merger shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the surviving corporation and shall be as effective and binding thereon as the same were with respect to the merged corporation. The employees of the merged corporation shall become the employees of the surviving corporation and continue to be entitled to the same rights and benefits which they enjoyed as employees of the merged corporation. Any employee plan or agreement of the merged corporation shall be adopted, effective and binding on the surviving corporation as the same were with respect to the merged corporation.

(f) The surviving corporation hereby (i) agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the merged corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the merged corporation; (ii) irrevocably appoint the Secretary of State of the State of Florida as its agent to accept service or process in any such proceedings; and (iii) agrees that it will promptly pay to dissenting shareholders of the

merged corporation the amount, if any, to which they shall be entitled pursuant to the laws of the State of Florida.

ARTICLE V
CHANGE OF NAME

The name of the surviving corporation shall be changed from WaterMaster Metering Systems, Inc. to City Metering, Inc.


ARTICLE VI
TERMINATION OR ABANDONMENT

Anything herein or elsewhere to the contrary notwithstanding, this agreement may be terminated and abandoned by the board of directors of any constituent corporation at any time prior to the date of filing the agreement with the Secretary of State.

In witness whereof, the parties have executed this agreement in triplicate at the offices of the shareholder, Raab Karcher Energy Services Corporation, at 605 Third Avenue, New York, NY 10158, the day and year first above written.

WaterMaster Metering Systems, Inc.

City Metering, Inc.


Peter Bachsleitner
Chairman


Peter Bachsleitner
Chairman

Date

10/1/97

Date

10/1/97

**UNANIMOUS WRITTEN CONSENT OF THE SOLE SHAREHOLDER
OF WATERMASTER METERING SYSTEMS, INC.**

Approval and Ratification of Merger

Pursuant to the Florida Business Corporation Act, the undersigned, Raab Karcher Energy Services Corporation, (the "Corporation"), being the sole shareholder of WaterMaster Metering Systems, Inc. and City Metering, Inc. consents by this writing to take the following action and adopts the following resolutions:

WHEREAS, the Corporation is the sole shareholder of all the outstanding shares of WaterMaster Metering Systems, Inc. and City Metering, Inc.;

WHEREAS, the Corporation has decided that it is in best interests of the Corporation and of its subsidiaries that City Metering, Inc. be merged into WaterMaster Metering Systems, Inc.; and

WHEREAS, the Corporation has decided that, pursuant to WaterMaster Metering Systems, Inc.'s *Termination Agreement* with WaterMaster America, Inc., the name of the surviving company shall be changed to Florida Metering Services, Inc.; be it therefore

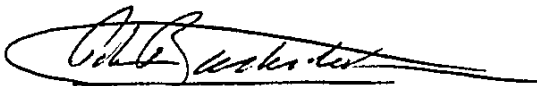
RESOLVED, that the Corporation be, and hereby is, authorized to take all necessary steps to merge the above-mentioned companies and change the name of the surviving entity;

RESOLVED, that the Corporation shall, and hereby does, approve and adopt the attached *Plan of Merger* setting forth the proposed merger of these two companies and the name change; and

RESOLVED, that the President be, and hereby is, authorized to take all necessary actions to complete the above-mentioned merger.

This Unanimous Consent of the sole shareholder is effective as of September 20, 1997.

Raab Karcher Energy Services Corporation



**UNANIMOUS WRITTEN CONSENT OF THE SOLE SHAREHOLDER
OF CITY METERING, INC.**

Approval and Ratification of Merger

Pursuant to the Florida Business Corporation Act, the undersigned, Raab Karcher Energy Services Corporation, (the "Corporation"), being the sole shareholder of WaterMaster Metering Systems, Inc. and City Metering, Inc. consents by this writing to take the following action and adopts the following resolutions:

WHEREAS, the Corporation is the sole shareholder of all the outstanding shares of WaterMaster Metering Systems, Inc. and City Metering, Inc.;

WHEREAS, the Corporation has decided that it is in best interests of the Corporation and of its subsidiaries that City Metering, Inc. be merged into WaterMaster Metering Systems, Inc.; and

WHEREAS, the Corporation has decided that, pursuant to WaterMaster Metering Systems, Inc.'s *Termination Agreement* with WaterMaster America, Inc., the name of the surviving company shall be changed to Florida Metering Services, Inc.; be it therefore

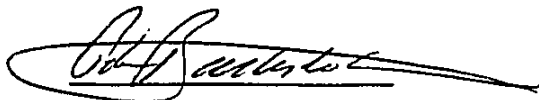
RESOLVED, that the Corporation be, and hereby is, authorized to take all necessary steps to merge the above-mentioned companies and change the name of the surviving entity;

RESOLVED, that the Corporation shall, and hereby does, approve and adopt the attached *Plan of Merger* setting forth the proposed merger of these two companies and the name change; and

RESOLVED, that the President be, and hereby is, authorized to take all necessary actions to complete the above-mentioned merger.

This Unanimous Consent of the sole shareholder is effective as of September 20, 1997.

Raab Karcher Energy Services Corporation



**UNANIMOUS WRITTEN CONSENT OF THE SOLE SHAREHOLDER
OF CITY METERING, INC.**

Waiver of Mailing Requirements

Pursuant to the Florida Business Corporation Act, the undersigned, Raab Karcher Energy Services Corporation, (the "Corporation"), being the sole shareholder of WaterMaster Metering Systems, Inc. and City Metering, Inc., both Florida corporations, consents by this writing to take the following action and adopts the following resolutions.

WHEREAS, the Corporation is the sole shareholder of all the issued and outstanding shares of WaterMaster Metering Systems, Inc. and City Metering, Inc.;

WHEREAS, pursuant to that certain Shareholder Resolution of September 30, 1997, the shareholder has decided to merge City Metering, Inc., a Florida corporation, into WaterMaster Metering Systems, Inc., a Florida corporation;

WHEREAS, the Board of Directors of the Corporation has adopted a *Plan of Merger* merging City Metering, Inc. into WaterMaster Metering Systems, Inc.; and

WHEREAS, pursuant to § 607.1104(2) of the General Corporation Law of the State of Florida, the "parent shall mail a copy or summary of the plan of merger to each shareholder of the subsidiary who does not waive the mailing requirement in writing,"; be it be it therefore

WHEREAS, the Corporation has previously received a copy of the *Plan of Merger*;

RESOLVED, that the Corporation shall, and hereby does, waive the mailing requirement of § 607.1104(2); and

RESOLVED, that the Corporation's *Plan of Merger* setting out the proposed merger of these two companies and the name change be implemented without delay.

This Unanimous Consent of the sole shareholder is effective as of September 20, 1997.

Raab Karcher Energy Services Corporation



**UNANIMOUS WRITTEN CONSENT OF THE SOLE SHAREHOLDER
OF WATERMASTER METERING SYSTEMS, INC.**

Waiver of Mailing Requirements

Pursuant to the Florida Business Corporation Act, the undersigned, Raab Karcher Energy Services Corporation, (the "Corporation"), being the sole shareholder of WaterMaster Metering Systems, Inc. and City Metering, Inc., both Florida corporations, consents by this writing to take the following action and adopts the following resolutions

WHEREAS, the Corporation is the sole shareholder of all the issued and outstanding shares of WaterMaster Metering Systems, Inc. and City Metering, Inc.;

WHEREAS, pursuant to that certain Shareholder Resolution of September 30, 1997, the shareholder has decided to merge City Metering, Inc., a Florida corporation, into WaterMaster Metering Systems, Inc., a Florida corporation;

WHEREAS, the Board of Directors of the Corporation has adopted a *Plan of Merger* merging City Metering, Inc. into WaterMaster Metering Systems, Inc.; and

WHEREAS, pursuant to § 607.1104(2) of the General Corporation Law of the State of Florida, the "parent shall mail a copy or summary of the plan of merger to each shareholder of the subsidiary who does not waive the mailing requirement in writing,"; be it be it therefore

WHEREAS, the Corporation has previously received a copy of the *Plan of Merger*;

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RESOLVED, that the Corporation's *Plan of Merger* setting out the proposed merger of these two companies and the name change be implemented without delay.

This Unanimous Consent of the sole shareholder is effective as of September 20, 1997.

Raab Karcher Energy Services Corporation

