

F95000002692

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Azurix North America Underground Infrastructure, Inc. (survivor)

FILED
00 DEC 28 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

RECEIVED
00 DEC 28 PM 4:34
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

12/28/00
 EFFECTIVE DATE
12-31-00

Merger
 12-29-00
 MHS

Order#: 349054
 Ref#: _____
 Amount: \$ _____

000003516450--8
 -12/23/00 -01002--011
 ****175.00 ****175.00

File First

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

AZURIX NORTH AMERICA LOCATING, INC., an Arizona corporation,
F99000001627

RIDIN PIPELINE SERVICES, INC., a Florida corporation, V68824

PHILIP UTILITIES MANAGEMENT (MAINE) CORP., a Maine corporation not
qualified in Florida

CORMAR CONTRACTING CORPORATION, a Louisiana corporation not
qualified in Florida

into

AZURIX NORTH AMERICA UNDERGROUND INFRASTRUCTURE, INC., a
Delaware entity F95000002692

File date: December 28, 2000 , effective December 31, 2000

Corporate Specialist: Doug Spittler

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607/1105. F.S.

First: The name and jurisdiction of the surviving corporation is

<u>Name</u>	<u>Jurisdiction</u>
AZURIX NORTH AMERICA UNDERGROUND INFRASTRUCTURE, INC.,	Delaware

Second: The name and jurisdiction of each merging corporation is

<u>Name</u>	<u>Jurisdiction</u>
AZURIX NORTH AMERICA LOCATING, INC.	Arizona
PHILIP UTILITIES MANAGEMENT (MAINE) CORP.	Maine
CORMAR CONTRACTING CORPORATION	Louisiana
RIDIN PIPELINE SERVICES, INC.	Florida

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TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the 31st day of December, 2000.

Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on December 27th, 2000 and shareholder approval is not required.

Sixth: The Plan of Merger was adopted by the board of directors of AZURIX NORTH AMERICA LOCATING, INC. on December 27th, 2000 and shareholder approval is not required.

Seventh: The Plan of Merger was adopted by the board of directors of PHILIP UTILITIES MANAGEMENT (MAINE) CORP. on December 27th, 2000 and shareholder approval is not required.

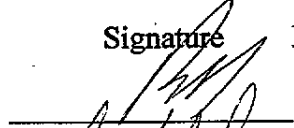
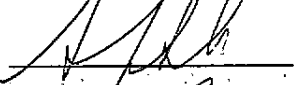
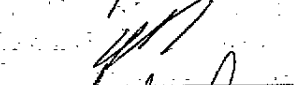
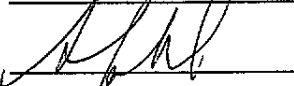
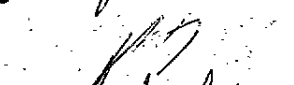
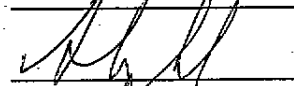

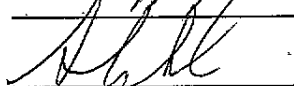

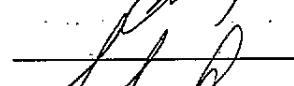
Eighth: The Plan of Merger was adopted by the board of directors of CORMAR CONTRACTING CORPORATION on December 27th, 2000 and shareholder approval is not required.

Ninth: The Plan of Merger was adopted by the board of directors of RIDIN PIPELINE SERVICES, INC. on December 27th, 2000 and shareholder approval is not required.

EFFECTIVE DATE

12-31-00

Tenth: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature	Printed Name of Individual and Title
AZURIX NORTH AMERICA LOCATING, INC.		L. Smith, Vice-President
		S. Brooke, Asst Secretary
PHILIP UTILITIES MANAGEMENT (MAINE) CORP.		L. Smith, Vice-President
		S. Brooke, Asst Secretary
CORMAR CONTRACTING CORPORATION		L. Smith, Vice-President
		S. Brooke, Asst Secretary
RIDIN PIPELINE SERVICES, INC.		L. Smith, Vice-President
		S. Brooke, Asst Secretary
AZURIX NORTH AMERICA UNDERGROUND INFRASTRUCTURE, INC.		L. Smith, Vice-President
		S. Brooke, Asst Secretary

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is

<u>Name</u>	<u>Jurisdiction</u>
AZURIX NORTH AMERICA UNDERGROUND INFRASTRUCTURE, INC.,	Delaware

Second: The name and jurisdiction of each merging corporation is

<u>Name</u>	<u>Jurisdiction</u>
AZURIX NORTH AMERICA LOCATING, INC.	Arizona
PHILIP UTILITIES MANAGEMENT (MAINE) CORP.	Maine
CORMAR CONTRACTING CORPORATION	Louisiana
RIDIN PIPELINE SERVICES, INC.	Florida

Third: The terms and conditions of the merger are as follows:
That the name of the surviving corporation of the merger is **Azurix North America Underground Infrastructure, Inc.**, a Delaware corporation and that the Certificate of Incorporation of Azurix North America Underground Infrastructure, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

On the effective date of the merger all of the issued and outstanding shares of the Azurix North America Underground Infrastructure, Inc. will be the issued and outstanding shares of the surviving corporation and all of the issued and outstanding shares of AZURIX NORTH AMERICA LOCATING, INC., PHILIP UTILITIES MANAGEMENT (MAINE) CORP., CORMAR CONTRACTING CORPORATION and RIDIN PIPELINE SERVICES, INC. shall be cancelled.