

PREMIER CORPORATE SERVICES, INC.

208 South LaSalle Street, Suite 1855
Chicago, IL 60604
(312) 346-3606 (800) 934-2556
Fax: (312) 346-3607

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 AUG 15 PM 12:28

July 1, 2002
F95 000002692 VIA Regular Mail

Division Of Corporations
Florida Department Of State
409 E. Gaines Street
Tallahassee, FL 32399

100006657361--8
-07/25/02--01001--019
*****35.00 *****35.00

RE: Azurix North American Underground Infrastructure, Inc.
Change of name to: American Water Services Underground Infrastructure, Inc.
Our Reference #: AA-02-0369

Dear Sir or Madam:


On behalf of the above captioned foreign corporation, enclosed are the appropriate forms to change the name of the entity, along with our check in payment of the filing fees and the certifications from the home state confirming the change.

Please file with your office and return the duplicate copy, file stamped, as evidence to my attention at the letterhead address.

If you have any questions, please contact me on our toll-free line at 800-934-2556, prior to returning the documents.

Thank you.

Sincerely,


Tony Alexander

TA/smc.
Encl.

Name Change

0 8/16/02

DC

PREMIER CORPORATE SERVICES, INC.

208 South LaSalle Street, Suite 1855
Chicago, IL 60604
(312) 346-3606 (800) 934-2556
Fax: (312) 346-3607

August 14, 2002

VIA FedEx

Attn: Darlene Connell
Division Of Corporations
Florida Department Of State
409 E. Gaines Street
Tallahassee, FL 32399

**RE: Azurix North American Underground Infrastructure, Inc.
Change of name to: American Water Services Underground Infrastructure, Inc.
Our Reference #: AA-02-0369**

Dear Darlene:

Pursuant to our phone conversation of today, enclosed is the Delaware certificate confirming that the company has changed its name in its domestic state.

If you need anything further, please do not hesitate to contact me at (800) 934-2556.

Thank you.

Sincerely,



Tony Alexander

TA/smc.
Encl.

RECEIVED
02 AUG 15 AM 8:54
DIVISION OF CORPORATIONS

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

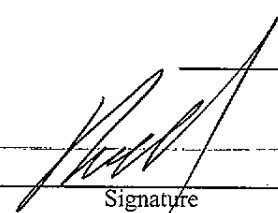
SECTION I
(1-3 MUST BE COMPLETED)

1. Azurix North America Underground Infrastructure, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware Incorporated under laws of 3. June 2, 1995 Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 18, 2002
5. American Water Services Underground Infrastructure, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction
-  June 25, 2002
Signature Date

R. Laird Smith Vice President
Typed or printed name Title

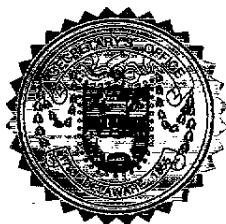
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 AUG 15 PM 12:28

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AZURIX NORTH AMERICA UNDERGROUND INFRASTRUCTURE, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "AMERICAN WATER SERVICES UNDERGROUND INFRASTRUCTURE, INC.", THE EIGHTEENTH DAY OF JUNE, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2449018 8320

AUTHENTICATION: 1862779

020426159

DATE: 07-01-02