

F95000002692

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

600003220626--4
-04/24/00--01107--004
*****35.00 *****35.00

CORPORATION(S) NAME

Madsen-Barr/Philip Utilities Management Corporation, Inc.
Changing to: Azurix North America Underground Infrastructure, Inc.

Name Change
of

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC | <input type="checkbox"/> CUS |
| <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 | | |

FILED
APR 24 PM 1:39
TALLAHASSEE, FLORIDA

RECEIVED
00 APR 24 AM 11:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name _____ 04/24/00
Availability 4/24/00
Document _____
Examiner ASR
Updater ASR
Verifier _____
Acknowledgement _____
W.P. Verifier _____

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
00 APR 24 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Madsen-Barr/Philip Utilities Management Corporation, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: June 2, 1995

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?

March 7, 2000

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

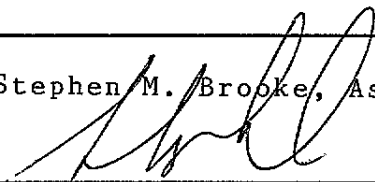
Azurix North America Underground Infrastructure, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Stephen M. Brooke, Assistant Secretary



Signature
Name and Title


4/14/00
Date

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MADSEN-BARR/PHILIP UTILITIES MANAGEMENT CORPORATION, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "AZURIX NORTH AMERICA UNDERGROUND INFRASTRUCTURE, INC.", THE SEVENTH DAY OF MARCH, A.D. 2000, AT 4 O'CLOCK P.M.




Edward J. Freel, Secretary of State

2449018 8320

001142822

AUTHENTICATION:

0328691

DATE:

03-21-00