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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

Azurix North America (USA), Inc.

00 FEB 28 PM 1:44

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CONNIE BRYAN

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Handwritten initials and date: *nr*
2/28/00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

- 1. Azurix North America (USA), Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware (State or country under the law of which it is incorporated)
3. Applied For (FEI number, if applicable)
4. July 26, 1995 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 100 King Street West, P.O.Box 2440, LCD 1, Hamilton, Ontario, L8N 4J6 (Current mailing address)

8. To provide water and wastewater services. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324 (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
C T Corporation System
Victor Alfano
(Registered agent's signature)
VICTOR ALFANO
ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)
FL019 - 9/2/99 C T System Online

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STATE OF CONNECTICUT
CORPORATIONS

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See Attached List

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See Attached List

Address: _____

Vice President: _____

Address: _____

Secretary: _____

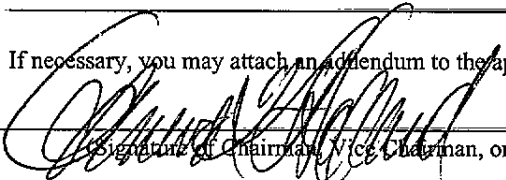
Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Geneva K. Holland, Assistant Secretary

(Typed or printed name and capacity of person signing application)

Directors, Officers Report

Azurix North America (USA), Inc.

DIRECTORS

John C. Ale
James V. Derrick, Jr.
Edward N. Robinson

Director
Director
Director

OFFICERS

John M. Stokes
John C. Ale
Rodney L. Faldyn
Mark Harris
Andrea Mainelli
Amanda K. Martin
R. Laird Smith
G. Stanley Spencer
David C. Williams
Peggy B. Menchaca
Jeffrey McMahon
Elaine V. Overturf
Kate B. Cole
Geneva K. Holland
Norma A. Tidrow

President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Secretary
Treasurer
Deputy Corporate Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

**Address: 1400 Smith Street
Houston, Texas 77002**

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SMITH STREET
CORPORATIONS

State of Delaware
Office of the Secretary of State

PAGE

SECRETARY OF STATE
OFFICE OF REGISTRATIONS
40 FEB 28 PM 1:44

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AZURIX NORTH AMERICA (USA), INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0275919

DATE: 02-24-00