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May 16, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Azurix North America Residuals Management Inc.

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 MAY 16 AM 11:41
 FILED

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

5

RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 2001 MAY 16 AM 10:07
 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE
 FILING

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

5/16

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

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.

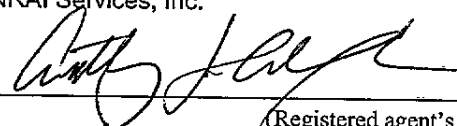
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TALLAHASSEE, FLORIDA

1. Azurix North America Residuals Management, 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. Texas 3. 52-2062646
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 30, 1997 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1400 Smith Street, Houston, TX 77002-7361
(Principal office address)
1400 Smith Street, Houston, TX 77002-7361
(Current mailing address)
8. To provide disposal solutions for municiple and industrial residuals.
(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: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
Tallahassee, Florida 32301
(City) (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.

NRAI Services, Inc.

(Registered agent's signature)

Anthony J. Alexander, Asst. 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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached

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

14. Kate B. Cole, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Data Sheet Report

May 11, 2001

Azurix North America Residuals Management, Inc.

Primary Address

1400 Smith Street
Houston, TX 77002

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DIRECTORS

Title

John C. Ale	Director
J. Michael Anderson	Director
James V. Derrick, Jr.	Director

OFFICERS

Title

John M. Stokes	President
John C. Ale	Vice President
Lyle Brenzil	Vice President
Mel Carver	Vice President, Septic Services
Howard Jacobson	Vice President
Amanda K. Martin	Vice President
R. Laird Smith	Vice President
G. Stanley Spencer	Vice President
Norma A. Tidrow	Secretary
David W. Glassford	Treasurer
Stephen M. Brooke	Assistant Secretary
Kate B. Cole	Assistant Secretary



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TALLAHASSEE, FLORIDA

The State of Texas

SECRETARY OF STATE

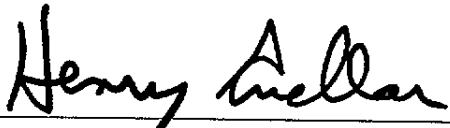
IT IS HEREBY CERTIFIED that
Articles of Incorporation of

AZURIX NORTH AMERICA RESIDUALS MANAGEMENT, INC.
File No. 1461980

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on May 15, 2001.*




Henry Cuellar **BAM**
Secretary of State