

PREMIER CORPORATE SERVICES, INC.

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

FOI000002627
July 18, 2002
VIA Regular Mail

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

600006595026--7
-07/23/02--01065--001
*****35.00 *****35.00

**RE: Azurix North America Residuals Management, Inc.
Change of name to: American Water Services Residuals Management, Inc.**

**Azurix North America Operations and Maintenance, Inc.
Change of name to: American Water Services Operations and Maintenance, Inc.**

Dear Sir or Madam:

On behalf of each of the above captioned foreign corporations, enclosed are the appropriate forms to change the name of the entity, along with our check in payment of the filing fee 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.

FILED
02 JUL 23 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOI000002627
7-23-02
3/2 WC CY

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 Residuals Management, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Texas Incorporated under laws of 3. May 16, 2001 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 19, 2002
5. American Water Services Residuals Management, 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

FILED
02 JUL 23 PM 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Signature

July 11, 2002
Date

K. Laird Smith
Typed or printed name

Vice President
Title

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



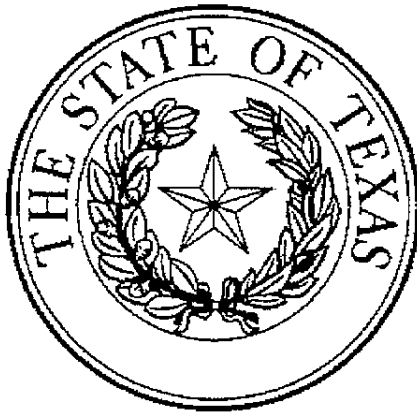
Gwyn Shea
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that on June 19, 2002, AZURIX NORTH AMERICA RESIDUALS MANAGEMENT, INC., a Domestic Business Corporation (Filing # 146198000), changed its name to American Water Services Residuals Management, Inc..

It is further certified that the entity status in Texas is active.

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 July 02, 2002.



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of state