

846910/7000U

May 14, 2001

	CO	CORPORATION NAME (S) AND DOCUMENT NUMBER (S):		
The same and an a case of the same into	Azurix Nor	rth America Engine	ering, Inc.	
				SSET
Filing Evidence  ☑ Plain/Confirmation	on Copy		Type of Docum  ☐ Certificate of Sta	
□ Certified Copy			□ Certificate of Go	ood Standing
			□ Articles Only	20 27
Retrieval Reque  □ Photocopy  □ Certified Copy	est (		<ul><li>□ All Charter Doctor</li><li>Articles &amp; Amer</li><li>□ Fictitious Name</li><li>□ Other</li></ul>	ndments
NEW FILINGS		AMENDMENTS	**************************************	
Profit		Amendment		
Non Profit		Resignation of RA Officer/Director		n.
Limited Liability		Change of Registered Agent		12-5110
Domestication		Dissolution/Withdrawal		
Other	:	Merger		
			-0:	042143878 5/14/0101018009
OTHER FILINGS		REGISTRATION	QUALIFICATION **	****70.00 *****70.00
Annual Reports	x	Foreign		
Fictitious Name		Limited Liability		
Name Reservation		Reinstatement		
Reinstatement		Trademark		

Other

### 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 FLORID. Azurix North America Engineering, 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.) 3. applied for New Jersey (State or country under the law of which it is incorporated) (FEI number, if applicable) perpetual June 24, 1998 (Duration: Year corp. will cease to exist or "perpetual") (Date of incorporation) 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.) 1400 Smith Street, Houston, TX 77002 (Principal office address) 1400 Smith Street, Houston, TX 77002 (Current mailing address) 8. To provide engineering services and operations and maintenance of water/wastewater facilities. (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) NRAI Services, Inc. Name: Office Address: 526 E. Park Avenue Tallahassee (City) 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 schedule	200
Address:	
	<b>美女</b>
Vice Chairman:	
Address:	
	5000
Director:	
Address:	
Director:	And the second s
Address:	
B. OFFICERS	
President: see attached schedule	
Address:	
Vice President:	
Address:	
Secretary:	·
Address:	
Treasurer:	
Address:	ž, strate
NOTE: If necessary, you may attach an addendum to the application	n listing additional officers and/or directors.
13. (Signature of Chairman, Vice Chairman, or any office	per listed in number 12 of the anglication)
14. Kate B. Cole, Assistant Secretary	er usied in number 12 of the application)
(Typed or printed name and capacity of pers	on signing application)

## Azurix North America Engineering, Inc.

#### **DIRECTORS**

Title

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

#### **OFFICERS**

<u>Title</u>

John M. Stokes
John C. Ale
David Clancy
Amanda K. Martin
R. Laird Smith
G. Stanley Spencer
Klaus Stolch
Norma A. Tidrow
David W. Glassford
Stephen M. Brooke
Kate B. Cole

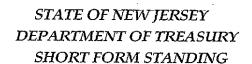
President
Vice President
Secretary
Treasurer

Assistant Secretary
Assistant Secretary

The address for each of the above individuals is:

1400 Smith Street Houston, TX 77002

SECRETARISSEE, FLORIDA
SECRETARISSEE, FLORIDA
FILED
RIVERS



AZURIX NORTH AMERICA ENGINEERING, INC.
With the Previous or Alternate Name
PHILIP UTILITIES MANAGEMENT (NEW JERSEY)
CORPORATION

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on June 24, 1998.

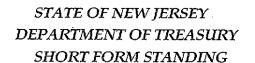
As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

The Corporation Trust Company 820 Bear Tavern Road Trenton, NJ 08628

Continued on next page . . .





AZURIX NORTH AMERICA ENGINEERING, INC.
With the Previous or Alternate Name
PHILIP UTILITIES MANAGEMENT (NEW JERSEY)
CORPORATION





IN TESTIMONY WHEREOF, I have

hereunto set my hand and affixed my Official Seal at Trenton, this 9th day of May, 2001

With Kaurance

Peter R Lawrance Acting State Treasurer