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03 FEB 10 AM 10:43
STATE
OFFICE OF
CORPORATIONS
TALLAHASSEE, FLORIDA

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2003 MAR 19 AM 2:41
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

W03-3885
J. BRYAN FEB 10 2003

J. BRYAN MAR 19 2003



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

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February 10, 2003

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

American Water Services, Inc.

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ 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

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

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

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

February 10, 2003

UCC FILING & SEARCH SERVICES, INC.

SUBJECT: AMERICAN WATER SERVICES, INC.
Ref. Number: W03000003885

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for AMERICAN WATER SERVICES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 203A00008852

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TALLAHASSEE, FLORIDA

UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS
OF

AMERICAN WATER SERVICES, INC.

March 3, 2003

The undersigned, each being a member of the duly elected and qualified Board of Directors (the "Board") of American Water Services, Inc. a Delaware corporation (the "Company"), acting without a meeting pursuant to Section 141(f) of the Delaware General Corporation Law, do hereby consent to the adoption of and adopt the following resolutions as if such resolutions had been adopted at a duly convened meeting of the Board:

WHEREAS, it is in the best interests of the Company to qualify to do business in the States of Florida, Georgia and Texas and it has been determined that the Company's name is not available for use these states, necessitating the Company to adopt a fictitious name for use in Florida, Georgia and Texas;

Therefore, be it

RESOLVED, the name "American Water Services and Products, Inc." is hereby adopted for use by the Company in the States of Florida, Georgia and Texas; and

FURTHER RESOLVED, that the officers of this Company be, and they hereby are, authorized to file such documents as are necessary in order to qualify the Company in the States of Florida, Georgia and Texas under the adopted name "American Water Services and Products, Inc.".

WHEREAS, [REDACTED] have resigned as directors of this Company:

Therefore, be it

RESOLVED, the resignations of [REDACTED] are hereby acknowledged; and

FURTHER RESOLVED, that [REDACTED] are elected Directors of this Company to fill the vacancies on the Board of Directors, effective March 4, 2003, to serve until the election and qualification of their respective successors.

WHEREAS, [REDACTED] has resigned as Vice President and Controller of this Company:


Therefore, be it

RESOLVED, that the resignation of [REDACTED] is hereby acknowledged.

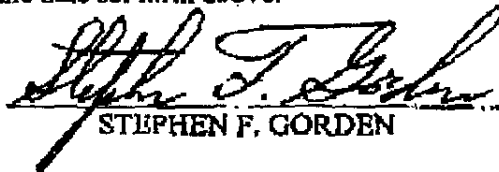
IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of the

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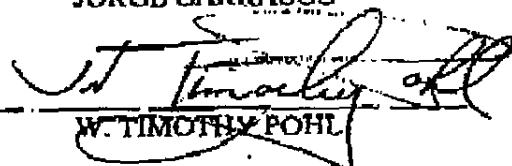
Company, have executed this written consent as of the date set forth above.



JORGE CARRASCO



STEPHEN F. GORDEN



W. TIMOTHY POHL



ELLEN C. WOLF

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TALLAHASSEE, FLORIDA

**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.*

1. AMERICAN WATER SERVICES, 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 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. 22-3169459

(FEI number, if applicable)

4. 1/06/1992

(Date of incorporation)

5. PERPETUAL

(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. 10,000 SAGEMORE DRIVE, SUITE 10101, MARLTON, NJ 08053

(Principal office address)

10,000 SAGEMORE DRIVE, SUITE 10101, MARLTON, NJ 08053

(Current mailing address)

8. 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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

(City)

, Florida 32301

(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.

By: 

(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

DIRECTOR
~~XXXXXX~~
Chairman:

JORGE CARRASCO

Address: 10,000 SAGEMORE DRIVE, SUITE 10101

MARLTON, NJ 08053

DIRECTOR
~~XXXXXXXXXX~~

STEPHEN F. GORDEN

Address: 1025 LAUREL OAK ROAD

VOORHEES, NJ 08043

Director: DANIEL L. KELLEHER

Address: 1025 LAUREL OAK ROAD

VOORHEES, NJ 08043

Director: V. TIMOTHY POHL

Address: 1025 LAUREL OAK ROAD01

VOORHEES, NJ 08043

B. OFFICERS

President: JORGE CARRASCO

Address: 10,000 SAGEMORE DRIVE, SUITE 10101

MARLTON, NJ 08053

Vice President: R. LAIRD SMITH

Address: 10,000 SAGEMORE DRIVE, SUITE 10101

MARLTON, NJ 08053

V.P. &

Secretary: WILLIAM B. EISENSTADT

Address: 10,000 SAGEMORE DRIVE, SUITE 10101, MARLTON, NJ 08053

V.P. &

Treasurer: ROBERT VAN BRUNT

Address: 10,000 SAGEMORE DRIVE, SUITE 10101, MARLTON, NJ 08053

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. WILLIAM B. EISENSTADT, VICE PRESIDENT AND SECRETARY

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

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ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA
FOR
AMERICAN WATER SERVICES, INC.

ADDITIONAL DIRECTORS:

Ellen C. Wolf	1025 Laurel Oak Rd. Voorhees, NJ 08043
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ADDITIONAL OFFICERS:

Dave Clancy	V.P.	100 King St., Ste. 2100 PO Box 57159 Jackson Station Hamilton, ON L8P 4X1
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Leo Gohier	V.P.	Abele Business Park 10 Emerson Lane Suite 808 Bridgeville, PA 15017
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Mark Harris	V.P.	2601 W. Lake Mary Blvd. Suite 129 Lake Mary, FL 32746
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Walter Lynch	V.P.	11500 Northwest Freeway Suite 600 Houston, TX 77092
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Tom Maxwell	V.P.	9440 60 th Avenue Edmonton, AB T6E 0C1
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Judith E. Baylinson	Asst. Sec.	10,000 Sagemore Drive Suite 10101 Marlton, NJ 08053
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Delaware

PAGE 1

The First State

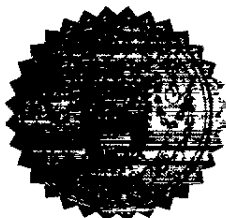
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN WATER SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF FEBRUARY, A.D. 2003.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERICAN WATER SERVICES, INC." WAS INCORPORATED ON THE SIXTH DAY OF JANUARY, A.D. 1992.

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TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2247857

DATE: 02-06-03