

F49 859

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

NUPIPE SOUTHEAST, INC., a Florida corporation, document number S19758

INTO

INSITUFORM SOUTHEAST, INC., a Florida corporation, F49859.

File date: May 30, 1997 , effective June 30, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00



THE UNITED STATES
CORPORATION
COMPANY

F49859

ACCOUNT NO. : 072100000032

REFERENCE : 409846 4809074

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
97 MAY 30 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Pyjette

ORDER DATE : May 30, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 409846-005

800002196139--7

CUSTOMER NO: 4809074

CUSTOMER: Scott Burgess, Esq
Krugman, Chapnick & Grimshaw,
Park 80 West-plaza Two
Route 80 At Garden St. Pkwy.
Saddle Brook, NJ 07663-5835

EFFECTIVE DATE
6-30-97

ARTICLES OF MERGER

NUPIPE SOUTHEAST, INC.

INTO

INSITUFORM SOUTHEAST, INC.

RECEIVED
97 MAY 30 AM 11:23
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXX PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

Handwritten initials and date: 15-309

ARTICLES OF MERGER

OF

NUPIPE SOUTHEAST, INC.

INTO

INSITUFORM SOUTHEAST, INC.

Under Section 607.1105 of the Florida Business Corporation Act

Articles of Merger
of
NuPipe Southeast, Inc. into Insituform Southeast, Inc.
57 MAY 30 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
57 MAY 30 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
6-30-97

Under Section 607.1105 of the Florida Business Corporation Act

FIRST: The names and states of incorporation of each of the constituent corporations to the merger are:

NuPipe Southeast, Inc., a Florida corporation ("NPS"); and
Insituform Southeast, Inc., a Florida corporation (the "Surviving Corporation");

SECOND: Annexed hereto as Exhibit A is the Plan of Merger dated as of May 15, 1997 (the "Plan of Merger") executed by each of the constituent corporations with respect to the merger of NPS into and with the Surviving Corporation.

THIRD: The Plan of Merger has been duly approved and adopted by each constituent corporation in accordance with the Florida Business Corporation Act as follows:

(a) The sole shareholder of record of NPS approved and adopted the Plan of Merger by written consent dated as of May 15, 1997;

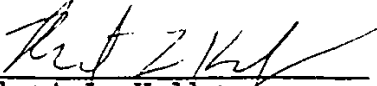
(b) The sole shareholder of record of the Surviving Corporation approved and adopted the Plan of Merger by written consent dated as of May 15, 1997.

FOURTH: The Surviving Corporation will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

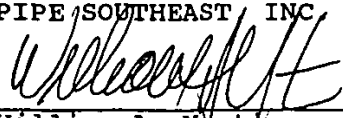
FIFTH: The effective date of the merger herein provided for shall be June 30, 1997.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 15th day of May, 1997.


ATTEST:


Robert L. Kelley
Assistant Secretary

NUPIPE/SOUTHEAST, INC.

By 
William A. Martin
Vice President

ATTEST:


Robert L. Kelley
Assistant Secretary

INSITUFORM SOUTHEAST, INC.

By 
William A. Martin
Vice President

PLAN OF MERGER

OF

NUPIPE SOUTHEAST, INC.,
a Florida Corporation

INTO

INSITUFORM SOUTHEAST, INC.,
a Florida corporation

Plan of Merger
of
NuPipe Southeast, Inc.,
a Florida corporation
into
Insituform Southeast, Inc.,
a Florida corporation

FIRST: (a) The names of each of the constituent corporations to the merger are:

NuPipe Southeast, Inc., a Florida corporation ("NPS")
(hereinafter sometimes referred to as "the Merged Corporation"); and

Insituform Southeast, Inc., a Florida corporation (hereinafter referred to as the "Surviving Corporation"; the Merged Corporation and the Surviving Corporation are hereinafter sometimes jointly referred to as the "Constituent Corporations").

(b) The Merged Corporation shall be merged into and with the Surviving Corporation.

SECOND: The terms and conditions of the merger are as follows:

(a) This Plan of Merger shall take effect and be deemed and be taken to be the agreement and act of merger of the Constituent Corporations, and the merger contemplated hereby shall become effective on June 30, 1997 (herein referred to as the "Effective Date") after Articles of Merger substantially in the form attached hereto as Appendix 1 have been filed with the Secretary of State of the State of Florida in accordance with the requirements of the Florida Business Corporation Act.

(b) All the property, real and personal, rights, privileges, immunities, powers, purposes, franchises, licenses, registrations, causes of action, and every other asset of the Merged Corporation, shall be transferred to, vest in, and devolve upon the Surviving Corporation, without further act or deed, as of the Effective Date.

The Surviving Corporation shall assume and be liable for all of the liabilities and obligations of the Merged Corporation as of the Effective Date, including, without limitation, any and all applicable state tax liabilities, if any, of the Merged Corporation accrued but unpaid as of the Effective Date.

(c) The manner and basis of conversion of the shares of the Constituent Corporations are as follows:

(i) Each share of the common stock, \$1.00 par value (hereinafter referred to as the "Surviving Common Stock"), of the Surviving Corporation outstanding at the Effective Date is to remain outstanding as one share of Surviving Common Stock.

(ii) Each share of the common stock, \$.01 par value (hereinafter referred to as the "NPS Common Stock"), of NPS outstanding at the Effective Date shall be deemed cancelled, and converted into, and shall represent the right to receive 100 shares of Surviving Common Stock.

(iii) As soon as practicable after the Effective Date, each holder of a certificate or certificates representing shares of NPS Common Stock outstanding at the Effective Date shall surrender the same to the Surviving Corporation for cancellation.

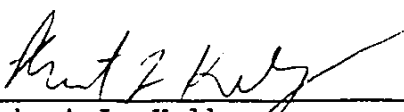
(d) Until altered, amended or repealed, the Articles of Incorporation and By-Laws of the Surviving Corporation, as in effect at the Effective Date, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation from and after such date. The first annual meeting of the stockholders of the Surviving Corporation held after the Effective Date shall be

the next annual meeting provided by the By-Laws of the Surviving Corporation. All persons who on the Effective Date shall be the directors and officers of the Surviving Corporation shall be and remain like directors and officers of the Surviving Corporation, until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the Surviving Corporation. The first regular meeting of the board of directors of the Surviving Corporation held after the Effective Date shall be the next regular meeting provided by the By-Laws of the Surviving Corporation.

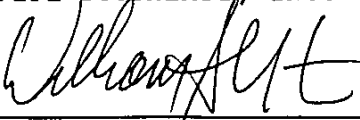
(e) Each of the Merged Corporations and the Surviving Corporation shall pay the expenses incurred by each of them, respectively, in carrying this Plan of Merger into effect and of accomplishing this merger.

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Merger as of this 15th day of May, 1997.

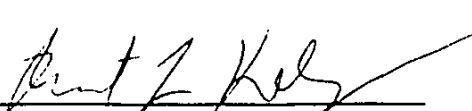
ATTEST:


Robert L. Kelley
Assistant Secretary

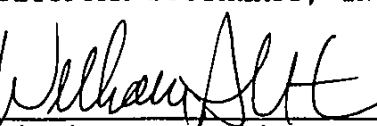
NUPIPE SOUTHEAST, INC.

By 
William A. Martin
Vice President

ATTEST:


Robert L. Kelley
Assistant Secretary

INSITUFORM SOUTHEAST, INC.

By 
William A. Martin
Vice President

APPENDIX 1

ARTICLES OF MERGER

OF

NUPIPE SOUTHEAST, INC.

INTO

INSITUFORM SOUTHEAST, INC.

Under Section 607.1105 of the Florida Business Corporation Act

Articles of Merger
of
NuPipe Southeast, Inc.
into

Insituform Southeast, Inc.

Under Section 607.1105 of the Florida Business Corporation Act

FIRST: The names and states of incorporation of each of the constituent corporations to the merger are:

NuPipe Southeast, Inc., a Florida corporation ("NPS"); and
Insituform Southeast, Inc., a Florida corporation (the
"Surviving Corporation");

SECOND: Annexed hereto as Exhibit A is the Plan of Merger dated as of May 15, 1997 (the "Plan of Merger") executed by each of the constituent corporations with respect to the merger of NPS into and with the Surviving Corporation.

THIRD: The Plan of Merger has been duly approved and adopted by each constituent corporation in accordance with the Florida Business Corporation Act as follows:

(a) The sole shareholder of record of NPS approved and adopted the Plan of Merger by written consent dated as of May 15, 1997;

(b) The sole shareholder of record of the Surviving Corporation approved and adopted the Plan of Merger by written consent dated as of May 15, 1997.

FOURTH: The Surviving Corporation will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

FIFTH: The effective date of the merger herein provided for shall be June 30, 1997.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 15th day of May, 1997.

ATTEST:

NUPIPE SOUTHEAST, INC.

Robert L. Kelley
Assistant Secretary

By _____
William A. Martin
Vice President

ATTEST:

INSITUFORM SOUTHEAST, INC.

Robert L. Kelley
Assistant Secretary

By _____
William A. Martin
Vice President