



THE UNITED STATES  
CORPORATION  
COMPANY

# F49859

ACCOUNT NO. : 072100000032

REFERENCE : 650664 4809074

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 29, 1997

ORDER TIME : 9:36 AM

500002384105--4

ORDER NO. : 650664-005

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

ARTICLES OF MERGER

INSITUFORM SOUTHEAST, INC.

INTO

ENVIROQ SERVICES, INC.

FILED  
97 DEC 29 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

EFFECTIVE DATE  
DEC 31 1997

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

12/29 Jon Menger  
RECEIVED  
97 DEC 29 AM 10:35  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER**  
**Merger Sheet**

MERGING: -----

**ENVIROQ SERVICES, INC.,** a Florida corporation, L29009

**INTO**

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

File date: December 29, 1997 , effective December 31, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

OF

ENVIROQ SERVICES, INC.

INTO

INSITUFORM SOUTHEAST, INC.

Under Section 607.1105 of the Florida Business Corporation Act

Articles of Merger  
of  
Enviroq Services, Inc.  
into

Insituform Southeast, Inc.

Under Section 607.1105 of the Florida Business Corporation Act

FILED  
97 DEC 29 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

EFFECTIVE DATE  
DEC 31 1997

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

Enviroq Services, Inc., a Florida corporation ("ESI"); and

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

SECOND: Annexed hereto as Exhibit A is the Plan of Merger  
dated as of December 15, 1997 (the "Plan of Merger") executed by  
each of the constituent corporations with respect to the merger of  
ESI 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 ESI approved and  
adopted the Plan of Merger by written consent dated as of December  
15, 1997;

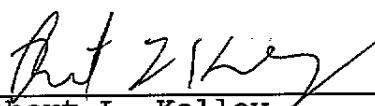
(b) The sole shareholder of record of the Surviving  
Corporation approved and adopted the Plan of Merger by written  
consent dated as of December 15, 1997.

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.

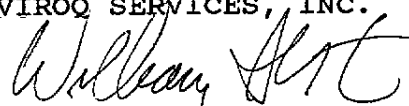
FIFTH: The effective date of the merger herein provided for shall be December 31, 1997.

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


ATTEST:

  
Robert L. Kelley  
Assistant Secretary

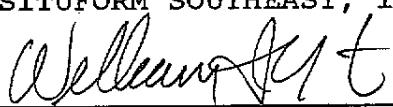
ENVIROQ SERVICES, INC.

By   
William A. Martin  
Vice President

ATTEST:

  
Robert L. Kelley  
Assistant Secretary

INSITUFORM SOUTHEAST, INC.

By   
William A. Martin  
Vice President

# EXHIBIT A



PLAN OF MERGER

OF

ENVIROQ SERVICES, INC.,  
a Florida Corporation

INTO

INSITUFORM SOUTHEAST, INC.,  
a Florida corporation

Plan of Merger  
of  
Enviroq Services, 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:

Enviroq Services, Inc., a Florida corporation ("ESI") (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 December 31, 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, \$1.00 par value (hereinafter referred to as the "ESI Common Stock"), of ESI outstanding at the Effective Date shall be deemed cancelled, and converted into, and shall represent the right to receive one share of Surviving Common Stock.

(iii) As soon as practicable after the Effective Date, each holder of a certificate or certificates representing shares of ESI 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 shareholders 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.

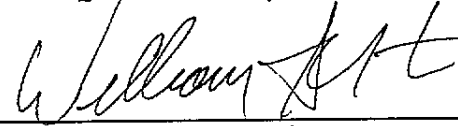
(e) Each of the Merged Corporation and the Surviving Corporation shall pay the expenses incurred by each of them, respectively, in carrying this Plan of Merger into effect and of accomplishing this merger.

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

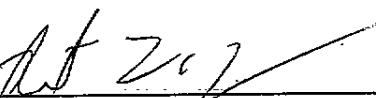
ATTEST:

  
\_\_\_\_\_  
Robert L. Kelley  
Assistant Secretary


ENVIROQ SERVICES, 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

ENVIROQ SERVICES, INC.

INTO

INSITUFORM SOUTHEAST, INC.

Under Section 607.1105 of the Florida Business Corporation Act

Articles of Merger  
of  
Enviroq Services, 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:

Enviroq Services, Inc., a Florida corporation ("ESI"); and  
Insituform Southeast, Inc., a Florida corporation (the "Surviving Corporation");

SECOND: Annexed hereto as Exhibit A is the Plan of Merger dated as of December 15, 1997 (the "Plan of Merger") executed by each of the constituent corporations with respect to the merger of ESI 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 ESI approved and adopted the Plan of Merger by written consent dated as of December 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 December 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 December 31, 1997.

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

ATTEST:

ENVIROQ SERVICES, 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