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Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ENTRIX, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

| Name | Jurisdiction | Document Number (if known/ applicable) |
|--------------|--------------|---|
| ENTRDC, Inc. | Texas | F9200000562 |

Second: The name and jurisdiction of each merging corporation:

| Name | Jurisdiction | Document Number (if known/ applicable) |
|--------------------------------|--------------|---|
| Water Resource Solutions, Inc. | Florida | P98000021693 |
| | | |
| | | |
| | | |
| | | |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on January 31, 2006 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on January 31, 2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Water Resource Solutions, Inc.

Don. O'Neil

Douglas M. Campbell, Vice President

ENTRIX, Inc.

Donnell

Douglas M. Campbell, Vice President & CFO

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See Agreement and Plan of Merger attached.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of January 31, 2006 (this "*Agreement*"), is made and entered into by and between ENTRIX, Inc., a Texas corporation ("*Entrix*"), and Water Resource Solutions, Inc., a Florida corporation ("*WRS*") (Entrix and WRS are sometimes collectively referred to hereinafter as the "*Constituent Corporations*").

WITNESSETH:

WHEREAS, the authorized capital stock of Entrix consists of 1,000 shares of common stock, par value \$0.01 per share (the "*Entrix Stock*"), of which 100 shares are issued and outstanding, all of which are owned by ENTRIX Holding Company, a Delaware corporation ("*Holding*");

WHEREAS, the authorized capital stock of WRS consists of 10,000 shares of common stock, par value \$1.00 per share (the "*WRS Stock*"), of which 800 shares are issued and outstanding, all of which are owned by Entrix; and

WHEREAS, the Boards of Directors of Entrix and WRS have adopted this Agreement and have deemed it advisable that WRS be merged with and into Entrix pursuant to the Texas Business Corporation Act (the "*TBCA*") and the Florida Business Corporation Act (the "*FBCA*"), and upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and the covenants, provisions and agreements contained in this Agreement, and for other good and valuable consideration had and received, the Constituent Corporations hereby agree as follows:

ARTICLE I. THE MERGER

1.1 The Surviving Corporation. At the Effective Time (as hereinafter defined) and in accordance with the terms and conditions of this Agreement, Article 5.16 of the TBCA and Section 607.1101 *et seq.* of the FBCA, WRS shall be merged with and into Entrix (the "*Merger*"). At the Effective Time, the separate corporate existence of WRS shall cease, and Entrix shall continue its existence as the surviving corporation under the laws of the State of Texas (the "*Surviving Corporation*"). The name of the Surviving Corporation shall be "ENTRIX, Inc."

1.2 Effective Time of the Merger. Articles of Merger shall be filed with the Secretary of State of the State of Texas and the Secretary of State of the State of Florida as soon as practicable after the execution and delivery of this Agreement by the parties hereto, and the Constituent Corporations shall make all other filings or recordings required by the TBCA or the FBCA in connection with the Merger. The Merger shall become effective on the date of the filing of such Articles of Merger with the Secretary of State of the State of Texas and the Secretary of State of the State of Florida and in accordance with the TBCA and the FBCA (the "*Effective Time*").

1.3 Effects of the Merger. At the Effective Time, the effects of the Merger shall be as provided by the applicable provisions of the TBCA and the FBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time:

1.3.1 Cessation of Existence of WRS. The separate existence of WRS shall cease, except whenever a conveyance, assignment, transfer, deed or other instrument or act is necessary to vest property or rights in the Surviving Corporation, and the officers of the respective Constituent Corporations shall execute, acknowledge and deliver such instruments and do such acts, for such purposes.

1.3.2 Vesting of Assets in Surviving Corporation. The Surviving Corporation shall possess all of the assets and property of every description of each of the Constituent Corporations, and every interest in the assets and property, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of the Constituent Corporations shall vest, or continue to be vested, as the case may be, in the Surviving Corporation without further act or deed, and title to any real property or any interest in real property vested in either of the Constituent Corporations shall not revert or be impaired in any way by reason of the Merger.

1.3.3 Liability of Surviving Corporation for Obligations. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations, and any existing claim, action or proceeding pending by or against WRS may be prosecuted to judgment with right of appeal by the Surviving Corporation as if the Merger had not occurred.

1.3.4 Rights of Creditors of Constituent Corporations. All of the rights of the creditors of each of the Constituent Corporations shall be preserved unimpaired, and all liens upon the property of either of the Constituent Corporations shall be preserved unimpaired on only such property as was affected by such liens immediately prior to the Effective Time.

1.4 Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Entrix as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and the TBCA.

1.5 Bylaws of Surviving Corporation. The Bylaws of Entrix as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until altered, amended or repealed in accordance with the provisions thereof and the TBCA.

1.6 Directors and Officers of Surviving Corporation. The directors and officers of Entrix in office immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation from and after the Effective Time until their respective successors are duly elected and qualified.

ARTICLE II. CAPITALIZATION

2.1 Stock of the Surviving Corporation. The authorized number, classes and par value of shares of the capital stock of Entrix immediately prior to the Effective Time shall be

the authorized number, classes and par value of shares of the capital stock of the Surviving Corporation from and after the Effective Time.

2.2 No Cancellation of Entrix Stock. Each share of Entrix Stock issued and outstanding immediately prior to the Effective Time shall be an issued and outstanding share of the Surviving Corporation from and after the Effective Time, and shall constitute all of the issued and outstanding shares of the capital stock of the Surviving Corporation from and after the Effective Time.

2.3 Cancellation of WRS Stock. At the Effective Time, each then issued and outstanding share of WRS Stock shall be canceled and extinguished and shall cease to exist.

ARTICLE III. MISCELLANEOUS

3.1 Termination. This Agreement may be terminated and the Merger abandoned by appropriate mutual action taken by the respective Boards of Directors of the Constituent Corporations at any time prior to the Effective Time.

3.2 Captions and Counterparts. The captions in this Agreement are for convenience only and shall not be considered a part, or to affect the construction or interpretation, of any provision of this Agreement. This Agreement may be executed in two counterparts, each of which shall be an original, but both of which together shall constitute one and the same instrument.


3.3 Governing Law. This Agreement shall be governed by, and construed and interpreted in accordance with, the laws of the State of Texas.

3.4 Further Assurances. The Constituent Corporations shall execute and deliver such further instruments of conveyance, transfer and assignment, including filing the necessary documents with the Secretaries of State of the States of Texas and Florida to complete the Merger and will take such other actions as either of them may reasonably request of the other to effectuate the purposes of this Agreement and to carry out the terms hereof.

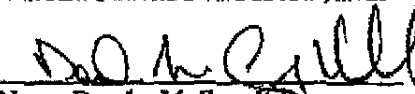
[Signatures on the Following Page]

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement to be duly executed as of the date first written above.

ENTRIX, INC.

By: 
Name: Douglas M. Campbell
Title: Vice President, Chief Financial
Officer, Treasurer and Secretary

WATER RESOURCE SOLUTIONS, INC.

By: 
Name: Douglas M. Campbell
Title: Vice President, Treasurer and
Secretary