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September 10, 1997

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*****70.00 *****70.00

VIA FEDERAL EXPRESS

Secretary of State of Florida
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: Irwin Utilities of Texas, Inc., a Texas Corporation
Irwin Utilities, Inc., a Florida Corporation
Our File No. 22,042-001

Gentlemen:

Enclosed are two originals of the Articles of Merger of Domestic Corporation and Foreign Corporation of the referenced corporations along with a check in the amount of \$70.00 for the required filing fee.

Upon your determination that these Articles of Merger conform to law, please return a file stamped duplicate original to me along with the Certificate of Merger in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,

Joshua P. Odén

JPO/mg
Enclosures
cc: Ms. Lorie Irwin
140598

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

9-11-97
F93000003987
2 pg.
Merger

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

IRWIN UTILITIES, INC., a Florida corporation, document number 695931.

into

IRWIN UTILITIES OF TEXAS, INC., a Texas corporation F93000003987

File date: September 11, 1997

Corporate Specialist: Carol Mustain

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of corporation	State/country of incorporation
<u>Irwin Utilities of Texas, Inc.</u>	<u>Texas</u>
<u>Irwin Utilities, Inc.</u>	<u>Florida</u>
_____	_____

SECOND: The laws of the state or country under which such foreign (corporation is) ~~corporation~~ organized permit such merger and such foreign (corporation is) ~~corporation~~ complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is as follows:
See Exhibit "A" attached.

(NOTE: Plan of merger shall set forth:

- (1) The name of each of the corporations planning to merge, and the name of the surviving corporation into which each other corporation plans to merge, which is hereinafter designated as the surviving corporation;
- (2) The terms and conditions of the proposed merger; and
- (3) (a) The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property; and
- (3) (b) The manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

The plan of merger may set forth:

(4) Amendments to, or a restatement of the articles of incorporation of the surviving corporation; and

(5) Other provisions relating to the merger.)

FIFTH: The effective date of the certificate of merger shall be the _____ day of _____ 19 _____.

(NOTE: The effective date of the merger may be on or after the date of filing the certificate. If the articles of merger do not provide for an effective date of the merger, then the effective date shall be the date on which the articles of merger are filed.)

SIXTH: If shareholder approval was not required, a provision to that effect is as follows:

Not Applicable.

SEVENTH: The plan of merger was adopted by the shareholders (or the Board of Directors when no vote of the shareholders is required) of Irwin Utilities, Inc. on _____
(Name of merged corporation)

the 30th day of August, 19 97, and was adopted by the shareholders

(or the Board of Directors when no vote of the shareholders is required) of _____
Irwin Utilities of Texas, Inc. on _____
(Name of surviving corporation)

the 30th day of August, 19 97.

Signed this 30th day of August, 19 97.

Irwin Utilities of Texas, Inc.

(Name of surviving corporation)

By Lorie W. Irwin, Pres.

(Chairman or Vice Chairman of the Board of Directors, or President or another officer)

Lorie W. Irwin

(Name)

President

(Title)

Irwin Utilities, Inc.

(Name of merged corporation)

By



(Chairman or Vice Chairman of the Board
of Directors, or President or another officer)

Gordon R. Irwin

(Name)

President

(Title)

EXHIBIT A
PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is made as of the 30 day of August, 1997, by and between IRWIN UTILITIES OF TEXAS, INC., a Texas corporation ("Texas") and IRWIN UTILITIES, INC., a Florida corporation ("Florida").

WHEREAS, the Board of Directors and Shareholders of Florida and Texas have determined that it is in the best interest of their respective corporations for Florida to be merged into and with Texas pursuant to the provisions of the Texas Business Corporation Act and Florida Business Corporation Act and for all the issued and outstanding shares of the \$1.00 par value common stock of Florida (the "Florida Stock") be converted into and exchanged for shares of the \$1.00 par value common stock of Texas (the "Texas Stock");

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Merger. Florida shall be merged into and with Texas pursuant to the applicable provisions of the Texas Business Corporation Act and Florida Business Corporation Act (the "Merger"). Texas shall be the surviving corporation of the Merger (the "Surviving Corporation") and shall continue to exist and be governed by the laws of the State of Texas. The separate corporate existence of Florida shall cease on the Effective Date (as hereinafter defined).

2. Effective Date of Merger. The Merger shall become effective on the latter of (a) the date specified as the effective date in the Certificate of Merger issued by the Secretary of State, or, if no effective date is specified, the date of issuance of such Certificate of Merger as provided in the Texas Business Corporation Act, and (b) the date Texas and Florida have applied with all applicable provisions of the Texas Business Corporation Act and Florida Business Corporation Act (the "Effective Date").

3. Articles of Incorporation. The Articles of Incorporation of Texas as in effect on the Effective Date shall continue in full force and effect following the Effective Date as the Articles of Incorporation of the Surviving Corporation until amended or repealed, as provided by law or such Articles of Incorporation.

4. Bylaws. The Bylaws of Texas as in effect as of the Effective Date shall continue in full force and effect following the Effective Date as the Bylaws of the Surviving Corporation until amended or repealed as provided by law or by such Bylaws.

5. Conversion of Shares. All of the shares of Texas Stock issued and outstanding on the Effective Date shall be unaffected by the Merger and shall continue to exist as issued and outstanding shares of common stock of Texas. The manner and basis of converting the shares of Florida Stock into shares of Texas Stock upon consummation of the Merger shall be as follows:

- (a) Each share of Florida Stock issued and outstanding on the Effective Date shall, as of the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and exchanged for two (2) shares of Texas Stock. The number of shares of Texas Stock to be issued to each shareholder of Florida Stock shall be determined by multiplying a total number of shares of Florida Stock owned by such shareholder, regardless of the number of certificates representing such shares.
- (b) Any and all shares of Florida Stock held as treasury shares by Florida shall be cancelled and retired on the Effective Date, and no consideration shall be issued in exchange therefor.
- (c) If any holder of shares of Florida Stock becomes entitled to payment of the value of his or her shares of Florida Stock pursuant to the provisions of the Texas Business Corporation Act relating to the rights of dissenting shareholders, then such shareholder shall be entitled to receive payment only and shall not be entitled to receive shares of Texas Stock upon consummation of the Merger.
- (d) As soon as practical after the Effective Date, each holder of shares of Florida Stock issued and outstanding on the Effective Date (other than treasury shares and the shares held by dissenting stockholders as described in subsection (c) above) shall surrender the certificate or certificates representing such shares to Texas and shall receive in exchange therefor a certificate or certificates representing the number of shares of Texas Stock into which the shares of Florida Stock represented by the surrendered certificate or certificates have been converted and exchanged as provided for in this Plan. The certificate or certificates surrendered shall be duly endorsed as Texas may require. After the Effective Date, each outstanding certificate that represented shares of Florida Stock prior to the Effective Date shall be deemed for all corporate purposes to evidence the ownership of the shares of Texas Stock into which shares of Florida have been converted.

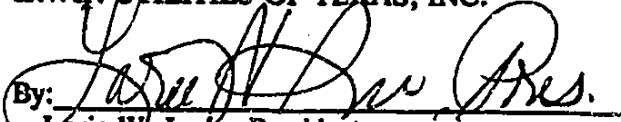
6. Effect of Merger. From and after the Effective Date, the Surviving Corporation shall succeed to all of the rights and property and all of the liabilities and obligations of Florida as provided by the Texas Business Corporation Act and Florida Business Corporation Act.

7. Shareholder Approval. This Plan shall be submitted to the shareholders of Florida and Texas for their approval as provided by the Texas Business Corporation Act and Florida Business Corporation Act.

8. Registered Office. The address of the registered office of the Surviving Corporation shall be 8331 Hoyle Avenue, Dallas, Texas 75227.

IN WITNESS WHEREOF, IRWIN UTILITIES OF TEXAS, INC. and IRWIN UTILITIES, INC. have caused this Plan of Merger to be duly executed under seal as of the date first written above.

IRWIN UTILITIES OF TEXAS, INC.

By: 
Lorie W. Irwin, President

IRWIN UTILITIES, INC.

By: 
Gordon R. Irwin, President