



THE UNITED STATES
CORPORATION
COMPANY

F98000002782

ACCOUNT NO. : 072100000032

REFERENCE : 054380 4809074

AUTHORIZATION :

COST LIMIT : \$ 105.00

Patricia Pujat

ORDER DATE : December 7, 1998

ORDER TIME : 11:04 AM

ORDER NO. : 054380-005

500002704605--6

CUSTOMER NO: 4809074

CUSTOMER: Robert I. Wexler, Esq
Krugman, Chapnick & Grimshaw,
Park 80 West-plaza Two

EFFECTIVE DATE
12-31-98

Saddle Brook, NJ 07663-5835

ARTICLES OF MERGER

INSITUFORM SOUTHEAST, INC.
E-MIDSOUTH, INC.

INTO

INSITUFORM TECHNOLOGIES, INC.

FILED
98 DEC -7 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
98 DEC -7 AM 11:22
DIVISION OF CORPORATION

See 12/7

ARTICLES OF MERGER
Merger Sheet

MERGING:

INSITUFORM SOUTHEAST, INC., a Florida corporation, F49859

E-MIDSOUTH, INC., a Florida corporation, S90077

into

INSITUFORM TECHNOLOGIES, INC., a Delaware corporation F98000002782

File date: December 7, 1998 , effective December 31, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 105.00

ARTICLES OF MERGER
OF
INSITUFORM SOUTHEAST, INC.
AND
E-MIDSOUTH, INC.
- INTO
INSITUFORM TECHNOLOGIES, INC.

Under Section 607.1105 of the Florida Business Corporation Act

EFFECTIVE DATE

12-31-98

Articles of Merger
of
Insituform Southeast, Inc.
and
E-Midsouth, Inc.
into
Insituform Technologies, Inc.

FILED
98 DEC -7 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Insituform Southeast, Inc., a Florida corporation ("ISE");

E-Midsouth, Inc., a Florida corporation ("EMI"); and

Insituform Technologies, Inc., a Delaware corporation (the "Surviving Corporation")

SECOND: Annexed hereto as Exhibit A is the Plan of Merger dated as of December 1, 1998 (the "Plan of Merger") executed by each of the constituent corporations with respect to the merger of ISE and EMI 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 and the General Corporation Law of the State of Delaware as follows:

(a) The sole shareholder of record of ISE approved and adopted the Plan of Merger by written consent dated as of December 1, 1998;

(b) The sole shareholder of record of EMI approved and adopted the Plan of Merger by written consent dated as of December 1, 1998;


(c) The board of directors of the Surviving Corporation approved and adopted the Plan of Merger at a meeting duly called and held on November 20, 1998. Shareholder approval of the Plan of Merger is not required under the General Corporation Law of the State of Delaware.

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. The merger of ISE and EMI into and with the Surviving Corporation is permitted under the laws of the State of Delaware, the jurisdiction of incorporation of the Surviving Corporation.


FIFTH: The effective date of the merger herein provided for shall be December 31, 1998.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 1st day of December, 1998.


ATTEST:


Howard Kailes
Assistant Secretary


INSITUFORM SOUTHEAST, INC.

By 
William A. Martin
Vice President


ATTEST:


Howard Kailes
Assistant Secretary

E-MIDSOUTH, INC.

By 
William A. Martin
Vice President

ATTEST:


Howard Kailes
Secretary

INSITUFORM TECHNOLOGIES, INC.

By



William A. Martin
Senior Vice President

Exhibit A

Agreement and Plan of Merger

of

Insituform Southeast, Inc.,
a Florida corporation

and

E-Midsouth, Inc.,
a Florida corporation

into

Insituform Technologies, Inc.,
a Delaware corporation

FIRST:

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

Insituform Southeast, Inc., a Florida corporation (hereinafter referred to as "ISE"), and an indirect, wholly-owned subsidiary of Insituform Technologies, Inc., a Delaware corporation;

E-Midsouth, Inc., a Florida corporation (hereinafter referred to as "EMI"), and an indirect, wholly-owned subsidiary of Insituform Technologies, Inc., a Delaware corporation (ISE and EMI are hereinafter jointly referred to as the "Merged Corporations"); and

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

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

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

(a) This Agreement and 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

"Effective Date") after this Agreement and Plan of Merger has been filed with the Secretary of State of Delaware in accordance with the requirements of the Delaware General Corporation Law and the Articles of Merger 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. This Agreement and Plan of Merger may be terminated at any time prior to the Effective Date with respect to either or both of the Merged Corporations.

(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 Corporations, 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 Corporations as of the Effective Date, including, without limitation, any and all applicable state tax liabilities, if any, of the Merged Corporations 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 class A common stock, \$.01 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, without par value (hereinafter referred to as the "ISE Common Stock"), of ISE

outstanding at the Effective Date shall not be converted in any manner and shall be deemed cancelled.

(iii) Each share of the common stock, \$1.00 par value (hereinafter referred to as the "EMI Common Stock"), of EMI outstanding at the Effective Date shall not be deemed converted in any manner and shall be deemed cancelled.

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

(d) Until altered, amended or repealed, the Certificate of Incorporation and By-Laws of the Surviving Corporation, as in effect at the Effective Date, shall be the Certificate 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 term 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 Agreement and Plan of Merger into effect and of accomplishing this merger.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement and Plan of Merger as of this 1st day of December, 1998.

ATTEST:

INSITUFORM SOUTHEAST, INC.

Howard Kailes
Assistant Secretary

By _____
William A. Martin
Vice President

ATTEST:

E-MIDSOUTH, INC.

Howard Kailes
Assistant Secretary

By _____
William A. Martin
Vice President

ATTEST:

INSITUFORM TECHNOLOGIES, INC.

Howard Kailes
Secretary

By _____
William A. Martin
Senior Vice President