

F990DDDD01627

ARTICLES OF MERGER
Merger Sheet

MERGING:

400003525014--7

AZURIX NORTH AMERICA LOCATING, INC., an Arizona corporation,
F99000001627

RIDIN PIPELINE SERVICES, INC., a Florida corporation, V68824

PHILIP UTILITIES MANAGEMENT (MAINE) CORP., a Maine corporation not
qualified in Florida

CORMAR CONTRACTING CORPORATION, a Louisiana corporation not
qualified in Florida

into

AZURIX NORTH AMERICA UNDERGROUND INFRASTRUCTURE, INC., a
Delaware entity F95000002692

File date: December 28, 2000 , effective December 31, 2000

Corporate Specialist: Doug Spitler