

H05815

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

200003164612--6
-03/10/00--01001--018
*****35.00 *****35.00

CORPORATION(S) NAME

Name
Change
Amend

J. J. Baker Enterprises, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

00 MAR 10 PM 4:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	
Availability	3/22/00
Document Examiner	APR
Updater	APR
Verifier	00 MAR -9 PM 3:38
Acknowledgment	RECEIVED
W.P. Verifier	

319

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED
THANKS !

CONNIE BRYAN

*00789, 00524, 00672



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 10, 2000

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: J. & J. BAKER ENTERPRISES, INC.
Ref. Number: H05815

We have received your document for J. & J. BAKER ENTERPRISES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please check one of the boxes under #3. If the amendment was adopted by the directors it will need to be signed by a director.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 300A00013473

Please file and backdate to 3/10/00.
Box checked.
Sole Director is also V.P.
☺ Thanks!
JR

RECEIVED
00 MAR 21 PM 4: 10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
OF

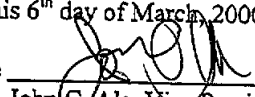
J&J BAKER ENTERPRISES, INC.
(Name of Corporation)

FILED
00 MAR 10 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is **J&J Baker Enterprises, Inc.**
 2. Attached hereto as Exhibit A is the text of each amendment adopted.
 3. The amendment was adopted the 6th day of March, 2000.
- The amendment(s) was approved by the Sole Director. The number of votes cast for the amendment(s) was sufficient for approval.
- The amendment(s) was approved by the Sole Director through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*
- "The number of votes cast for the amendment(s) was sufficient for approval by the Sole Director.
- The amendment(s) was adopted by the sole director without shareholder action and shareholder action was not required.
- The amendment(s) was adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 6th day of March, 2000.

Signature


John C. Ale, Vice President / Sole Director


Kate B. Cole, Assistant Secretary

EXHIBIT "A"

RESOLVED, that in the judgment of the Sole Director of J&J Baker Enterprises, Inc., it is deemed advisable to amend Article I of the Certificate of Incorporation of the Company so that it will be and read in its entirety as follows:

ARTICLE I.

The name of this corporation is **Azurix North America Residuals Management, Inc.**

RESOLVED, that the foregoing recommendation to amend the Certificate of Incorporation of the Company be submitted to the voting Stockholder of the Company for consideration and approval by the Stockholder of the Company;

RESOLVED, that the President or any Vice President and the Corporate Secretary, or any Assistant Secretary of the Company be, and they hereby are, authorized to execute an Amendment of the Certificate of Incorporation of the Company, reflecting the foregoing recommended change in the Certificate, and cause the name to be filed and recorded in the State of Florida and in all other jurisdictions where filings and recordings are required, subject to the approval of such Amendment by the stockholder of the Company; and

RESOLVED FURTHER, that the proper officers of the Company and its counsel be, and each of them hereby is, authorized, empowered, and directed, for and in the name and on behalf of the Company, under its corporate seal or otherwise, to take any and all such further action and do or cause to be done any and all such further things as may in their discretion appear to be necessary, proper, or advisable in order to carry into effect the purposes and intentions of this and each of the foregoing resolutions.

JB