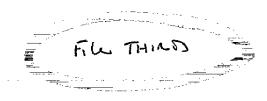
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CT CORPORATION SYSTEM

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660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615



ARTICLES OF MERGER Merger Sheet

MERGING:

AZURIX NORTH AMERICA RESIDUALS MANAGEMENT, INC., a Florida corporation, H05815

INTO

NUTRI-CYCLE, INC., a Florida entity, P94000040669.

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

Corporate Specialist: Doug Spitler

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. F.S.

First: The na	me and jurisdiction of	the surviving corporation	on is $\stackrel{\sim}{\sim}$ 8
Name_			Jurisdiction \Rightarrow
Nutri-Cycle,	Inc.	The same against the same and a second of the same and th	Florida ASS 28
Second: Name AZURIX NOI MANAGEME	RTH AMERICA RESI	ction of each <u>merging</u> co	orporation is Jurisdiction Florida SEC OF STATE ORDER
Third:	The Plan of Merger is	s attached.	
Fourth:	The merger shall become	ome effective on the 31st	day of December, 2000at 12:01p.n
Fifth: corporation on	-	r was adopted by the nd shareholder approval	board of directors of the surviving is not required.
Sixth: AMERICA R approval is not	ESIDUALS MANA		ard of directors of AZURIX NORTH December 27, 2000 and shareholder
Seventh:	SIGNATURES FOR	EACH CORPORATIO	N ·
Name of Corp AZURIX NOI RESIDUALS	oration RTH AMERICA	Signature	Printed Name of Individual and Title
MANAGEME	ENT, INC.	AP III	L. Smith, Vice President
		A Jung haft.	S. Brooke, Asst Secretary
Nutri-Cycle,	Inc.		J. Stokes, President
		Myss	S. Brooke, Asst Secretary
		EFFECTIVE DATE	

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with section 607.1101, F.S. and in accordance wit the laws of any other applicable jurisdiction of incorporation.

First:

The name and jurisdiction of the surviving corporation is

Name

<u>Jurisdiction</u>

Nutri-Cycle, Inc.

Florida

Second:

The name and jurisdiction of each merging corporation is

<u>Name</u>

Jurisdiction

AZURIX NORTH AMERICA

RESIDUALS MANAGEMENT, INC.

Florida

Third:

The terms and conditions of the merger are as follows:

That the name of the surviving corporation of the merger is Nutri-Cycle, Inc., a Florida Corporation and that the Certificate of Incorporation of Nutricycle Inc., a Florida which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

Fourth: 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 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 are as follows:

On the effective date of the merger all of the issued and outstanding shares of the Nutricycle Inc. will be the issued and outstanding shares of the surviving corporation and all of the issued and outstanding shares of AZURIX NORTH AMERICA RESIDUALS MANAGEMENT, INC. shall be cancelled.