

P94000040669

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Nutri-Cycle, Inc. (survivor)

FILED
00 DEC 28 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
00 DEC 28 PM 4:34
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/28/00

Order#: 3490545

EFFECTIVE DATE
12-31-00

Ref#: _____

Amount: \$ _____

MRT
12-29-00
MT

300003516453--9
-12/29/00 --01002--013
*****70.00 *****70.00

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

FILE THING

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 name and jurisdiction of the surviving corporation is

<u>Name</u>	<u>Jurisdiction</u>
Nutri-Cycle, Inc.	Florida

Second: The name and jurisdiction of each merging corporation is

<u>Name</u>	<u>Jurisdiction</u>
AZURIX NORTH AMERICA RESIDUALS MANAGEMENT, INC.	Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the 31st day of December, 2000 at 12:01 p.m.

Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on December 27, 2000 and shareholder approval is not required.

Sixth: The Plan of Merger was adopted by the board of directors of AZURIX NORTH AMERICA RESIDUALS MANAGEMENT, INC. on December 27, 2000 and shareholder approval is not required.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation
AZURIX NORTH AMERICA
RESIDUALS
MANAGEMENT, INC.

Signature Printed Name of Individual and Title

L. Smith, Vice President

S. Brooke, Asst Secretary

Nutri-Cycle, Inc.

J. Stokes, President

S. Brooke, Asst Secretary

EFFECTIVE DATE

12-31-00

U4A310C

FILED
00 DEC 28 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

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

First: The name and jurisdiction of the surviving corporation is
Name Jurisdiction
Nutri-Cycle, Inc. Florida

Second: The name and jurisdiction of each merging corporation is
Name 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 Nutri-Cycle 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 Nutri-Cycle 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.