

Filing Fee: \$50.00

ID Number: 105593



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FICTITIOUS BUSINESS NAME STATEMENT
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-1.1-7.1, 7-16-9 or 7-13-2 of the General Laws, 1956, as amended, the undersigned business corporation, limited liability company or limited partnership hereby submits the following statement for authority to transact business in the state of Rhode Island under a fictitious business name:

1. The legal name of the applicant business corporation, limited liability company or limited partnership is:
Azurix North America Underground Infrastructure, Inc.
2. The fictitious business name to be used is Azurix Madsen/Barr
3. The state or territory under the laws of which it is incorporated, organized or formed is Delaware
4. The date of incorporation, organization or formation is November 1, 1994
5. If a business corporation, the address of its registered office within Rhode Island is _____
10 Weybosset Street, Providence, RI 02903
6. If a business corporation, the business in which it is engaged provide water and waste water services
7. Applicant is otherwise authorized to do business in the state of Rhode Island.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 4/14/00

Azurix North America Underground Infrastructure, Inc.
Name of Applicant Corporation, Limited Liability Company or Limited Partnership

By

[Signature]
Signature of Officer for the Corporation

Stephen M. Brooke
or

Assistant Secretary
Title

By

Signature of Authorized Person for the Limited Liability Company

or

By

Signature of Authorized Person for the Limited Partnership

FILED

MAY 02 2000

By [Signature]
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OFFICE OF THE SECRETARY OF STATE
05/03/2000