

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION

OF

ENGINEERING, MANAGEMENT & MAINTENANCE, INC.

Pursuant to the provisions of Section 30-1-1006, Idaho Code, the undersigned corporation submits the following Articles of Amendment of Articles of Incorporation:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Engineering, Management & Maintenance, Inc.

SECOND: The Articles of Incorporation of the Corporation are hereby amended by striking out Article 1 thereof and by submitting in lieu of said Article the following new Article as adopted:

"The name of the Corporation shall be United Water Operations Idaho Inc."

THIRD: The shareholders of the Corporation entitled to vote adopted the aforesaid amendment on (insert date of consent signing).

FOURTH: The number of share of the Corporation which were outstanding at the time of the adoption of the aforesaid amendment is 2,500, of which 2,500 are common stock and 0 are preferred stock. The number of said shares which were entitled to vote thereon is 2500. No shares of preferred stock are entitled to vote.

FIFTH: The number of aforesaid shares of common stock which were voted for and against the amendment is as follows:

<u>FOR</u>	<u>AGAINST</u>
2,500	0

SIXTH: The effective time of the amendment herein certified shall be 23rd day of March, 1999.

Dated: March 23, 1999

ATTEST:

Allan D. Shakley  
Allan D. Shakley  
Secretary

IDAHO SECRETARY OF STATE  
ENGINEERING, MANAGEMENT &  
MAINTENANCE, INC.  
By: William C. Linam  
William C. Linam  
President  
C 84726

STATE OF NEW JERSEY   )  
  ) ss.  
COUNTY OF BERGEN    )

I, Gelsomina De Simone, a notary public, do hereby certify that  
on this 23<sup>rd</sup> day of March, 1999, personally appeared before me  
Allan D. Shakley, who, being by me first duly sworn, declared that he is the Secretary  
of Engineering, Management & Maintenance, Inc., that he signed the foregoing  
document as Secretary of the corporation, and that the statements contained therein  
are true.

Gelsomina De Simone

Notary Public  
My Commission Expires:

(Notary seal)

**GELSOMINA DeSIMONE**  
NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES DEC. 18, 2001

WRITTEN CONSENT OF DIRECTORS

OF

ENGINEERING, MANAGEMENT & MAINTENANCE, INC.

99 MAR 25 AM 10:23

The undersigned, being all of the directors of Engineering, Management & Maintenance, Inc., (the "Corporation"), an Idaho corporation, do hereby unanimous consent to and adopt the following resolutions for and on behalf of the Corporation

RESOLVED, that the Article 1 of the Corporation's Articles of Incorporation be amended to read in its entirety as follows:

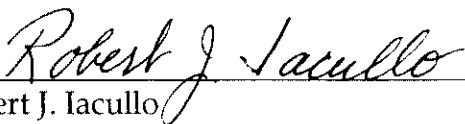
"The name of the Corporation is United Water Operations Idaho Inc."; and it is further


RESOLVED, that the foregoing amendment to submitted to a vote of the corporation's shareholders entitled to vote thereon; and it is further

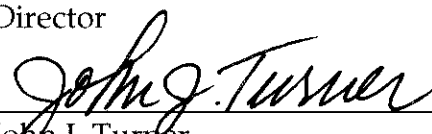
RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized to execute and deliver for and on behalf of the Corporation all such documents and instruments and to do and perform all such acts and things, as each of them, acting individually or collectively, shall deem necessary or appropriate to effect the transactions contemplated by the foregoing resolution.

IN WITNESS WHEREOF, each of the undersigned has executed this Written Consent of Directors as of the day and year set forth below.

Dated: March 23, 1999

  
Robert J. Iacullo  
Director

  
William C. Linam  
Director

  
John J. Turner  
Director

UNANIMOUS CONSENT OF SHAREHOLDERS  
OF  
ENGINEERING, MANAGEMENT & MAINTENANCE, INC.

93 MAR 25 AM 10:23  
STATE OF IDAHO

United Water Resources Inc., a New Jersey Corporation, the sole shareholder of record of all the outstanding shares entitled to vote of Engineering, Management & Maintenance, Inc., (the "Corporation"), and Idaho corporation, does hereby consent to the adoption of, and does hereby adopt the following resolutions in lieu of a special meeting of the shareholders of the Corporation:

RESOLVED, that Article 1 of the Corporation's Articles of Incorporation be amended to read in its entirety as follows:

"The name of the Corporation is United Water Operations Idaho Inc."; and it is further

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized to execute and deliver for and on behalf of the Corporation all such documents and instruments and to do and perform all such acts and things, as each them acting individually or collectively, shall deem necessary of appropriate to effect the transactions contemplated by the foregoing resolutions; and its is further

RESOLVED, that the Corporation be, and it hereby is, authorized to enter into, execute and deliver such documents and instruments and to do and perform all such acts and things as may be necessary or appropriate to effect the transactions contemplated by the foregoing resolutions.

By: Donald L. Correll  
Donald L. Correll  
Chairman of the Board

Attest:

Allan D. Shakley  
Allan D. Shakley  
Assistant Secretary

Dated: March 23, 1999

United Water



99 MAR 29 AM 8:30

OFFICE OF THE SECRETARY OF STATE  
STATE OF IDAHOUnited Water Idaho  
200 Old Hook Road  
Harrington Park, NJ 07646-1709  
telephone 201 767 9300  
facsimile 201 767 7018

March 26, 1999

Attn: Tanya  
Corporation Division - Basement Wing  
Idaho Secretary of State  
700 West Jefferson  
Boise, Idaho 83720-0080Re: Engineering, Management & Maintenance, Inc.  
Amendment to Articles of Incorporation  
*Consent of United Water Idaho Inc.,*

Dear Tanya:

Please be advised that United Water Idaho Inc. gives consent to Engineering,  
Management & Maintenance, Inc., to change and use the corporate name United  
Water Operations Idaho Inc.

Regards,

Allan D. Shakley  
Secretary

ADS:jds

VIA FACSIMILE  
208 334 2847

cc: M.D. Laurino, Esq.