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FILED  
In the office of the Secretary of State  
of the State of California

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DOMINGUEZ WATER COMPANY  
CERTIFICATE OF OWNERSHIP

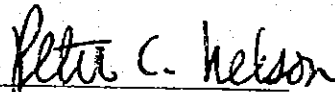
OCT 12 2000  
Bill Jones  
Secretary of State

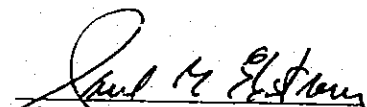
Peter C. Nelson and Paul G. Ekstrom certify that:

1. They are the President and Secretary, respectively, of Dominguez Water Company, a corporation organized under the laws of the State of California (herein "Dominguez").
2. Dominguez owns 100 percent of the outstanding shares of Antelope Valley Water Co., a corporation organized under the laws of the State of California (herein "Antelope").
3. The following resolution was duly adopted by the board of directors of Dominguez:

RESOLVED, that Antelope shall merge with and into Dominguez, with Dominguez being the surviving corporation and assuming all the liabilities of Antelope, pursuant to California Corporations Code.

The undersigned, Peter C. Nelson and Paul G. Ekstrom, declare this October 2, 2000 at San Jose, California under penalty of perjury under the laws of the State of California that we have read the foregoing certificate and know the content thereof and that the same is true and correct of our own knowledge.

  
Peter C. Nelson, President

  
Paul G. Ekstrom, Secretary