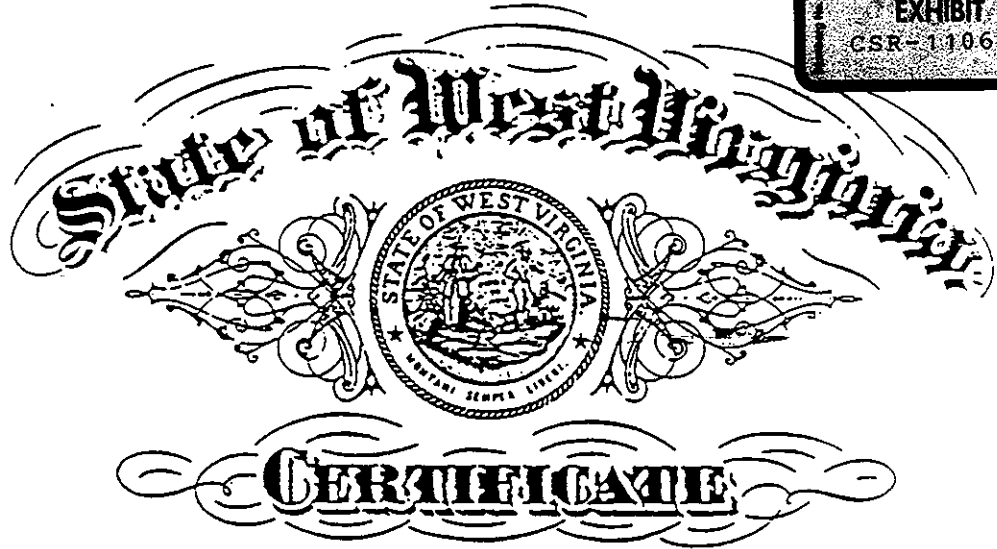


PLAINTIFF'S
EXHIBIT
CSR-1106



*I, Ken Flechler, Secretary of State of the
State of West Virginia, hereby certify that*

The following and hereto attached is a true and exact copy of the
Certificate of Authority of;

EMRO CONDUIT CORPORATION

filed in this office on the 2nd day of July, 1991; as appears from the
records of my said office.

*Given under my hand and the
Great Seal of the State of
West Virginia, on this*



Sixteenth day of
November 1993

Ken Flechler
Secretary of State.

CORP NAME: HYDRO CONDUIT CORPORATION
DBA NAME:
INCORPORATION DATE: 07 / 02 / 1991 TYPE: P CLASS: P CHARTERED STATE: DE

PRINCIPAL OFFICE STREET	CITY	ST ZIP
16701 GREENSPPOINT PARK AVE. STE 350	HOUSTON	TX 77060 -
LOCAL OFFICE STREET	CITY	ST ZIP
PO BOX 60297	HOUSTON	TX 77025 -

NOTICE OF PROCESS NAME AND ADDRESS: UNITED STATES CORP 92-93
KB&T CTR, STE 1600, 500 VA ST E CHARLESTON WV 25301 -

AUTH CAP STOCK: .00 PAR VALUE: .00 EXCESS ACRES: 000000
TAX ID: ~~0000000000~~ BUS PUR: INACTIVE DATE: / / REASON:

REFER TO:
COMM:

*PF18" = GO TO UPDATE OFFICERS	*PF16" = GO TO BROWSE
*PF15" = RETURN TO MENU NO UPDATE	*PF22" = ADD A CORPORATION
*PF23" = UPDATE & GO TO UPDATE AMENDS	*ENTER = UPDATE & RETURN TO MENU

*W
Amended*



Karl F. Heller

Secretary of State



CERTIFICATE

*J. Ken Fleckler, Secretary of State of the
State of West Virginia, hereby certify that*

EMERO CONDUIT CORPORATION

a corporation formed under the laws of Delaware
has applied for a Certificate of Authority to transact business in West Virginia
as required by the provisions of Chapter 3, Article 1, Sections 53 and 54 of
the West Virginia Code. I further certify that the application conforms to law
and is filed in my office.

THEREFORE, I issue this

CERTIFICATE OF AUTHORITY

to the corporation authorizing it to transact business in West Virginia under the
name of

EMERO CONDUIT CORPORATION

and I attach to this certificate a duplicate original of the application.

*Given under my hand and the
Great Seal of the State of
West Virginia, on this*



*Second day of
July 19 91*

Ken Fleckler

Secretary of State



APPLICATION FOR
CERTIFICATE OF AUTHORITY

FILED

JUL 02 1991
IN THE OFFICE OF
SECRETARY OF STATE
WEST VIRGINIA

Hydro Coastal Corporation

According to the provisions of Chapter 31, Article 1, Sections 53 and 54 of the West Virginia Code, the undersigned corporation applies for a Certificate of Authority to transact business in West Virginia, and submits the following statement:

1. The name of the corporation is Hydro Coastal Corporation
2. The name which it elects to use in West Virginia is Hydro Coastal Corporation
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is October 30, 1983
and the period of its duration, which may be perpetual, is Perpetual
5. The address at the physical location of the principal office of the corporation is 16701 Greenbrook Park Dr.
Suite #150, Houston, Texas 77060
The mailing address of the above location, if different, is P.O. Box 40297, Houston, Texas 77241-0297
6. The address of the physical location of the principal office in West Virginia, if any, is N/A
The mailing address of the above location, if different, is N/A
7. The county in West Virginia where the corporation shall record its Certificate of Authority is Lincoln
8. The name and address of the properly designated person, if any, to whom notice or process may be sent is The
Head Corporation Services, Inc., Suite 1200 1047 Cass St., Charleston, West Virginia 25301
9. The purpose or purposes which it proposes to pursue in the transaction of business in West Virginia is or are
collect and receive the oil and gas to West Virginia customers

NAME OF CORPORATION AND ADDRESS OF THE REGISTERED OFFICE

NAME ADDRESS

"See Attached"

11 The corporation is organized as (select for profit, business corporation X or (nonprofit, membership, non profit)

12 The aggregate number of shares which it has authority to issue limited by classes and series, if any, within a class, or value of shares or shares without par value is:

Number of Shares	Class	Series	Par Value per share, or statement that shares are without Par Value
600,000	Common	None	\$1.00

13 The aggregate number of its issued and outstanding shares, limited by classes and series, if any, within a class, and of shares without par value is:

Number of Shares	Class	Series	Par Value per share, or statement that shares are without Par Value
548,798	Common	None	\$1.00

14 a. The amount of stated capital is \$ 548,798 (See definition of "stated capital" in Article 14.)

b. An estimate of the value of all property to be owned by the corporation for the following year, whenever necessary, is \$ 50,000,000

14. An estimate of the gross amount of business to be transacted during each year is \$ 250,000
15. An estimate of the gross amount of business to be transacted by the corporation at or from pieces of business in West V during each year is \$ 250,000
16. The number of acres of land it desires to hold in West Virginia is 6 acres.
- Dated June 21, 19 91

Hydro-Joball Corporation

By [Signature]
In Presence of Vice President
And [Signature]
In Secretary or Asst. Secretary

ACKNOWLEDGEMENT

STATE OF Texas
COUNTY OF Harris

I, Mary Odile Hower, a Notary Public, do hereby certify that on this 28th day
of June, 19 91, personally appeared before me David J. Brocher
who, being first duly sworn or affirmed, declared that he/she is the Exec. Vice President of
Hydro-Joball Corporation, a Delaware corporation; that he/she having the
corporation's authority to do so, signed the foregoing application on behalf of the corporation; and that the statements
therein are true.



My commission expires 7/22/93
Mary Odile Hower
(Notary Public)

HYDRO-CORPORATION LIST OF DIRECTORS AND OFFICERS

DIRECTORS

NAME	TITLE	WORK ADDRESS	HOME ADDRESS
Paul G. Jones	President	P. O. Box 6237 Houston, TX 77265	6 West River Elm Ct. The Woodlands, TX 77381
David Y. Clarke	President (Retired)	1501 Balchman Rd. W. Palm Beach, FL 33408	3265 Canterbury Court Boca Raton, FL 33434
R. Keith Burton	President CRM, America	945 E. Pratt Perry Rd. Alpharetta, GA 30022	88 Dover Oak Way Atlanta, GA 30326

OFFICERS

NAME	TITLE	WORK ADDRESS	HOME ADDRESS
David L. Redinger	Executive V.P.	P. O. Box 6237 Houston, TX 77265	10615 Inwood Houston, TX 77065
Michael T. Jennings	V.P. Controller	P. O. Box 6237 Houston, TX 77265	12516 Rans Court Houston, TX 77065
Richard R. Penning	Asst. Secretary	945 E. Pratt Perry Rd. Alpharetta, GA 30022	7615 West Brook Dr. Atlanta, GA 30326
L. Redinger	V.P. Western Region	P. O. Box 929 Corona, CA 92718	5711 Glenhurst Riverside, CA 92506
Robert E. Scott	V.P. Central Region	P. O. Box 9127 Kansas City, Mo 64116	17071 Oak Franklin Independence, Mo 64015
L.P. Zieve	V.P. Marketing	P. O. Box 6237 Houston, TX 77265	5225 Markers Houston, TX 77065
Ronald R. Bailey III	V.P. SW Region	P. O. Box 1230 Boca Raton, FL 33432	1236 Lost Lake Dr. Keller, TX 76048
Robert C. Christensen	V.P. Mid-Atl. Region	P. O. Box 818 Thomasville, NC 27455	281 Ashcroft Dr. Jamestown, NC 27702
John L. Roper	V.P. SE Region	P. O. Box 17028 Orlando, FL 32816	1130 Deer Lake Apopka, FL 32712

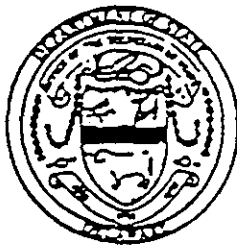
State of Delaware



Office of Secretary of State

I, MICHAEL HARRIS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY HYDRO CONDUIT CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

.....



751176114

Michael Harris
Michael Harris, Secretary of State

AUTHENTICATION: *3090512

DATE: 06/25/1991