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COMMISSION
CLERK

June 12, 2008

GIGI ROLLINI
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VIA HAND DELIVERY

Ann Cole, Director
Commission Clerk and Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: Joint Application by Lake Suzy Utility, Inc. d/b/a Aqua Utilities Florida, Inc. and Aqua Utilities Florida, Inc. for Acknowledgment of Corporate Reorganization and Approval of Name Change, Docket No. 080311-WS.

Dear Ms. Cole:

Enclosed for filing on behalf of Lake Suzy Utility, Inc. d/b/a Aqua Utilities Florida, Inc. and Aqua Utilities Florida, Inc. in the above case are the original and twelve copies of their Notice of Filing Late-Filed Composite Exhibit "C" to their Joint Application for Acknowledgment of Corporate Reorganization and Approval of Name Change. Late-Filed Composite Exhibit "C" includes the original Certificates issued by the Florida Department of State, Division of Corporations, showing its acceptance of the Applicants' merger and resulting name change, with copies of the Articles of Merger and Plan of Merger attached thereto.

Please acknowledge receipt of these documents by stamping the extra copy of this letter "filed" and returning the copy to me.

Thank you for your assistance with this filing.

Sincerely,

HOLLAND & KNIGHT LLP


Gigi Rollini

Enclosures

cc: Ralph Jaeger, Esq.
Charles Beck, Esq.

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BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Joint Application by Aqua Utilities)
Florida, Inc., and Lake Suzy Utility, Inc.)
d/b/a Aqua Utilities Florida, Inc. for)
Acknowledgment of Corporate)
Reorganization and for Approval of Name)
Change)
_____)

DOCKET NO. 080311 -WS

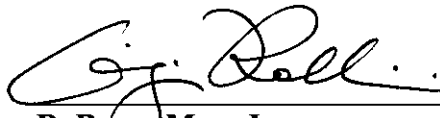
FILED: June 12, 2008

**NOTICE OF FILING LATE-FILED COMPOSITE EXHIBIT "C" TO
JOINT APPLICATION FOR ACKNOWLEDGMENT OF CORPORATE
REORGANIZATION AND FOR APPROVAL OF NAME CHANGE**

Aqua Utilities Florida, Inc. ("AUF"), and Lake Suzy Utility, Inc. d/b/a Aqua Utilities Florida, Inc. ("Lake Suzy") (hereinafter referred to collectively as "Applicants"), by and through their undersigned counsel, hereby give notice that on this 12th day of June, 2008, they have filed with the Director, Division of the Commission Clerk and Administrative Services, the following late-filed exhibit to the Joint Application for Acknowledgment of Corporate Reorganization and for Approval of Name Change, previously filed on June 10, 2008:

1. Composite Exhibit "C" – The original Certificates issued by the Florida Department of State, Division of Corporations, showing its acceptance of the Applicants' merger and resulting name change, with copies of the Articles of Merger and Plan of Merger attached thereto.

Respectfully submitted this 12th day of June, 2008.



D. Bruce May, Jr.
Florida Bar No. 354473
Gigi Rollini
Florida Bar No. 684491
Holland & Knight, LLP
Post Office Drawer 810
Tallahassee, Florida 32302-0810
(850) 224-7000 (Telephone)
(850) 224-8832 (Facsimile)

Counsel for the Applicants

DOCUMENT NUMBER: DATE
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COMPOSITE EXHIBIT C

DOCUMENT NUMBER DATE

05039 JUN 12 8

FPSC-COMMISSION CLERK

State of Florida



Department of State

I certify from the records of this office that AQUA UTILITIES FLORIDA, INC. is a corporation organized under the laws of the State of Florida, filed on July 2, 2003.

The document number of this corporation is P03000073338.


I further certify that said corporation has paid all fees due this office through December 31, 2008, that its most recent annual report/uniform business report was filed on May 29, 2008, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Tenth day of June, 2008



CR2EO22 (01-07)


Kurt S. Bronning
Secretary of State

State of Florida



Department of State

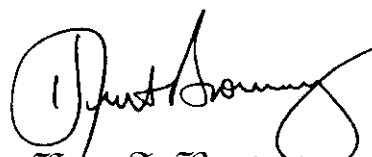
I certify the attached is a true and correct copy of the Articles of Merger, filed on June 10, 2008, for AQUA UTILITIES FLORIDA, INC., the surviving Florida entity, as shown by the records of this office.

The document number of this entity is P03000073338.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Tenth day of June, 2008



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Aqua Utilities Florida, Inc.</u>	<u>Florida</u>	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Lake Suzy Utility, Inc.</u>	<u>Florida</u>	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 TALLAHASSEE, FLORIDA

FILED

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 06 / 10 / 2008 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
 The Plan of Merger was adopted by the shareholders of the surviving corporation on June 9, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
 The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 9, 2008.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

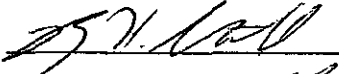
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

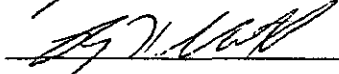
Typed or Printed Name of Individual & Title

Aqua Utilities Florida, Inc.



Roy H. Stahl, Vice President & Secretary

Lake Suzy Utility, Inc.



Roy H. Stahl, Vice President & Secretary

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Aqua Utilities Florida, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Lake Suzy Utility, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

Lake Suzy Utility, Inc. will be merged into Aqua Utilities Florida, Inc. which will be the surviving corporation. Upon the effective date of the merger, the separate existence of Lake Suzy Utility, Inc. shall cease and Aqua Utilities Florida, Inc. shall succeed to all rights, title and interest of Lake Suzy Utility, Inc.

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:

See Plan of Merger attached.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

There are no amendments to the Articles of Incorporation

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

There is no Restatement of Articles of Incorporation

PLAN OF MERGER
Between
LAKE SUZY UTILITY, INC.
And
AQUA UTILITIES FLORIDA, INC.

THIS Plan of Merger (the "Agreement") dated as of the 10th day of June , 2008 is made by and between **Lake Suzy Utility, Inc.**, a Florida corporation ("Lake Suzy"), and **Aqua Utilities Florida, Inc.**, a Florida corporation, ("Utilities Florida"). Lake Suzy and Utilities Florida are sometimes collectively referred to as the "Merged Parties";

RECITALS

A. Lake Suzy is a Florida corporation which provides water and wastewater utility services to customers in DeSoto and Charlotte Counties, Florida.

B. Lake Suzy is a wholly owned subsidiary of Aqua Utilities, Inc. (the "Shareholder"), a Texas corporation.

C. Both the Shareholder and Utilities Florida are wholly owned subsidiaries of Aqua America, Inc., ("Ultimate Parent") a Pennsylvania corporation.

D. Lake Suzy and Utilities Florida are the constituent corporations to the merger contemplated by this Agreement (the "Merger"), which has been approved by unanimous written consents of the Board of Directors and sole shareholder of Lake Suzy and by unanimous written consents of the Board of Directors and sole shareholder of Utilities Florida, pursuant to which Lake Suzy will be merged into Utilities Florida upon the terms and conditions set forth herein.

E. Both Lake Suzy and Utilities Florida intend, by approving resolutions authorizing this Agreement, to adopt the Agreement as a "plan of reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder and to cause the merger to qualify as a reorganization under Section 368(a)(1)(A) of the Code.

NOW THEREFORE, in consideration of the recitals, covenants and agreements herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

1. The Merger

1.01 At the Effective Date (as defined in Section 1.03) in accordance with Section 607.1106 of the Florida Business Corporation Act (the "Act"), Lake Suzy shall be merged with and into Utilities Florida. The separate existence and corporate organization of Lake Suzy shall thereupon cease and Lake Suzy and Utilities Florida will be a single corporation. The term, "Surviving Corporation" shall refer to the entity which continues in existence after the merger of Lake Suzy into Utilities Florida. Utilities Florida shall be the Surviving Corporation in the Merger. The terms and conditions of the Merger, the terms of carrying the same into effect, and all other provisions deemed desirable in connection therewith are set forth in this Agreement.

1.02 The Surviving Corporation shall without further act or deed succeed to and possess all of the rights, privileges, powers and franchises, whether public or private in nature, and be subject to all the restrictions, disabilities, debts, obligations, duties and liabilities of Lake Suzy. All property of every kind, whether real, personal, or mixed, belonging to Lake Suzy shall be vested in the Surviving Corporation without further act or deed and all debts, obligations, duties or other liabilities of Lake Suzy shall thereby attach to and be assumed by the Surviving Corporation and may be enforced against it to the same extent as if the Surviving Corporation had itself incurred them.

1.03 Upon execution of this Plan of Merger, Articles of Merger ("Articles of Merger") shall be executed by the parties and filed with the Florida Department of State in accordance with Section 607.1105 of the Act. The Merger shall become effective as of June 10, 2008, such time being herein called the "Effective Date."

2. Name and Corporate Structure

2.01 The corporate existence and registered office in Florida of the Surviving Corporation shall be unaffected by the Merger.

2.02 The Articles of Incorporation and Bylaws of the Surviving Corporation shall be unaffected by the Merger and shall remain unchanged and in full force and effect as a result of the Merger.

2.03 Upon the Effective Date, the directors and officers of the Surviving Corporation shall continue to serve as directors and officers of the Surviving Corporation until successors are elected and shall qualify. If, by reason of death or otherwise, any such person on the Effective Date cannot or will not act as a director or officer, the vacancy thereby created will be filled after the Merger becomes effective in accordance with the Bylaws of the Surviving Corporation. Upon the Effective Date, the term of office of each director and officer of Lake Suzy shall terminate.

2.04 The Merger shall not affect the issued or outstanding shares of capital stock of the Surviving Corporation and the number of authorized shares of the Surviving Corporation shall be unaffected by the Merger.

2.05 On the Effective Date, the stock transfer books of Lake Suzy shall be deemed to be closed and no transfer or purported transfer of shares of the capital stock of Lake Suzy shall thereafter be made, effected, consummated or given effect.

2.06 The shares of stock of the Surviving Corporation and Lake Suzy are owned, either directly or indirectly, by the Ultimate Parent. Accordingly, at the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, each share of outstanding capital stock of Lake Suzy shall be cancelled automatically.

3. Effect of the Transaction

3.01 At the Effective Date, the following actions shall occur:

- (a) the separate existence of Lake Suzy shall cease;
- (b) the Surviving Corporation shall possess all the rights, privileges, powers and franchises of Lake Suzy;
- (c) all the property, real, personal and mixed, and franchises of Lake Suzy and all debts due on whatever account to it, including any choses in action belonging to it, shall be deemed to be transferred to and vested in the Surviving Corporation by operation of law and without further acts or deeds;
- (d) all rights, privileges, powers and franchises, and all and every other interest of Lake Suzy shall be thereafter the property of the Surviving Corporation as they were of Lake Suzy;
- (e) the title to and interest in any real estate vested by deed, lease or otherwise in Lake Suzy shall not revert or be impaired;
- (f) the Surviving Corporation shall be responsible for all the liabilities and obligations of Lake Suzy, but the liabilities of Lake Suzy or its Shareholder, directors or officers shall not be affected by the Merger;
- (g) the officers or directors of Lake Suzy shall execute and deliver all such instruments and take all such actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such properties, assets, rights privileges and franchises and otherwise to carry out the purposes of this Agreement.

4. Conduct Pending the Merger

4.01 Neither Lake Suzy, the Shareholder nor Utilities Florida shall, prior to the Effective Date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Plan and Agreement of Merger.

5. Conditions

5.01 In the event that the Florida Public Service Commission shall issue an order disapproving or not acknowledging the transactions contemplated by this Agreement, Utilities Florida will take all actions necessary to abide by such order issued by the Florida Public Services Commission.

6. Representations and Warranties

6.01 Lake Suzy is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida and Utilities Florida is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida.

6.02 Lake Suzy and Utilities Florida, each has full power and lawful authority to execute and deliver this Agreement, subject to any applicable order by the Florida Public Service

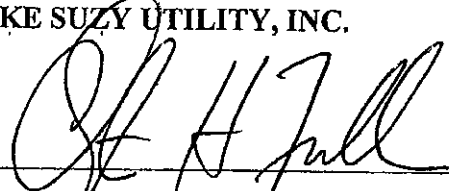
Commission, and has the authority to consummate and perform the transactions contemplated hereby. This Agreement will constitute the legal, valid and binding obligations of the signatories thereto, enforceable against them in accordance with its terms.

6. Execution and Counterparts

6.01 This Plan and Agreement of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute one original instrument.

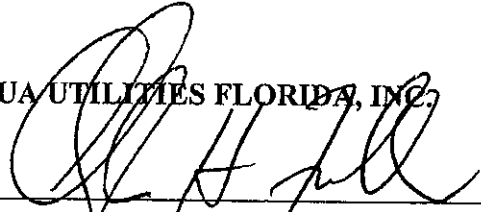
SIGNATURE PAGE FOLLOWS

LAKE SUZY UTILITY, INC.

By: 

Christopher H. Franklin, President

AQUA UTILITIES FLORIDA, INC.

By: 

Christopher H. Franklin, President