Enc
Alliant Energy
P.O. Box 351
Cedar Rapids IA
52406-9874

DELAWARE COUNTY IOWA
FILED
2002 JA 23 AM 10:44
BOOK 2001 PAGE 328
RECORDER'S SECTION
DELAWARE CO. IOWA
51.00

Prepared by: Jeffrey K. Rosencrants, 200 First Street S.E., Cedar Rapids, IA 52401; 319-398-4181

AFFIDAVIT OF SUCCESSION AND IDENTITY

STATE OF IOWA)
) ss:
COUNTY OF LINN)

I, **Daniel L. Siegfried**, having been first duly sworn on oath, do depose and state that I am the **Assistant Corporate Secretary** of **Interstate Power and Light Company**, an Iowa corporation, having its principal place of business at 200 First Street S.E., Cedar Rapids, Iowa 52401. I further state that **Interstate Power Company**, a Delaware corporation, was merged into **IES Utilities Inc.** effective at 12:01 a.m. Central Time January 1, 2002, as evidenced by the Certificate of Merger filed with the Delaware Secretary of State, and the Articles of Merger filed with the Iowa Secretary of State, true and correct copies of which are attached hereto.

I further state that the name of the surviving corporation, **IES Utilities Inc.**, was changed to **Interstate Power and Light Company** effective at 12:02 a.m. Central Time on January 1, 2002 as evidenced by the Articles of Amendment of Amended and Restated Articles of Incorporation of IES Utilities Inc. filed with the Iowa Secretary of State, a true and correct copy of which is attached hereto.

Daniel L. Siegfried

On this 15 day of January, 2002, before me, a notary public in and for the State of Iowa, personally appeared Daniel L. Siegfried to me known to be the person named in and who executed the foregoing Affidavit and acknowledged that he executed the same as his voluntary act and deed.

Kathleen C Balvanz
Notary Public
My Commission Expires: 9/26/02

9-26-02

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Delaware

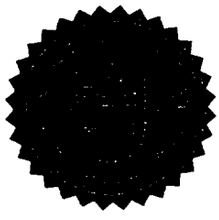
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"INTERSTATE POWER COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "IES UTILITIES INC." UNDER THE NAME OF "IES UTILITIES INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF IOWA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2001, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2002, AT 1:01 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1540411

DATE: 01-04-02

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020002881

cc: CR Staff 1/9/01

CERTIFICATE OF MERGER
OF
INTERSTATE POWER COMPANY
WITH AND INTO
IES UTILITIES INC.

The undersigned corporation, in accordance with Section 252 of the Delaware General Corporation Law ("DGCL"), does hereby certify that:

ARTICLE I

That the names and states of jurisdiction of each of the constituent corporations are as follows:

IES Utilities Inc., an Iowa corporation ("Survivor")
Interstate Power Company, a Delaware corporation ("IPC")

ARTICLE II

That the Agreement and Plan of Merger (the "Plan of Merger") between Survivor and IPC providing for the merger of IPC with and into Survivor (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in the Merger, in accordance with the requirements of Section 252 of the DGCL.

ARTICLE III

That the name of the surviving corporation in the Merger is "IES Utilities Inc."

ARTICLE IV

That the Articles of Incorporation of Survivor shall be the Articles of Incorporation of the surviving corporation in the Merger.

ARTICLE V

That the executed Plan of Merger is on file at the principal place of business of Survivor, the address of which is 200 First Street, SE, Cedar Rapids, Iowa 52401.

ARTICLE VI

That a copy of the Plan of Merger will be furnished by Survivor, on request and without cost, to any stockholder of any constituent entity.

ARTICLE VII

That Survivor may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of Survivor arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in

appraisal proceedings pursuant to Section 262 of the DGCL, and Survivor hereby irrevocably appoints the Secretary of State of the State of Delaware as agent of Survivor to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State is IES Utilities Inc., 200 First Street, SE, Cedar Rapids, Iowa 52401, attention: General Counsel.

ARTICLE VIII

This Certificate of Merger shall be effective as of January 1, 2002, at 1:01 a.m., Eastern Time.

IN WITNESS WHEREOF, the undersigned Survivor has caused this Certificate of Merger to be executed as of the 18th day of December, 2001.

IES UTILITIES INC.
("Survivor")

By: _____
Edward M. Gleason
Vice President-Treasurer and Corporate Secretary

This Document was drafted by, and a copy hereof should be returned to, Peter C. Underwood of Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.

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ARTICLES OF MERGER OF INTERSTATE POWER COMPANY WITH AND INTO IES UTILITIES INC.

ARTICLE I

The Agreement and Plan of Merger (the "Plan of Merger") relating to the merger (the "Merger") of Interstate Power Company, a Delaware corporation ("IPC") with and into IES Utilities, Inc., an Iowa corporation (the "Surviving Corporation"), is attached to these Articles of Merger as Exhibit A.

ARTICLE II

The shareholders of IPC approved the Plan of Merger on April 3, 2001, by the following votes, with all classes of capital stock listed below being entitled to vote together as a single class, and with the number of affirmative votes cast by all such shares of capital stock voting together as a single class on the Plan of Merger being sufficient for approval:

Class	Number of Shares Outstanding and Entitled to Vote	Number of Affirmative Votes Cast
Common Stock	9,777,432	9,777,432
4.36% Preferred Stock	60,455	--
4.68% Preferred Stock	55,926	--
7.76% Preferred Stock	100,000	--
6.40% Preferred Stock	545,000	--
Total Combined Class	10,538,813	9,777,432

517503 MERG10 $50.00 DJC

The shareholders of the Surviving Corporation approved the Plan of Merger on April 23, 2001, by the following votes, with the number of affirmative votes cast by each voting group entitled to vote separately on the Plan of Merger being sufficient for approval by such voting group:

Class	Number of Shares Outstanding and Entitled to Vote	Number of Affirmative Votes Cast
Common Stock	13,370,788	13,370,788
4.30% Preferred Stock	120,000	112,058
4.80% Preferred Stock	146,406	74,882
6.10% Preferred Stock	100,000	69,558

ARTICLE III

These Articles of Merger shall be effective at 12:01 a.m., Central Time, on the 1st day of January, 2002.

Executed on behalf of the Surviving Corporation on the 18th day of December, 2001.

By: _____
Edward M. Gleason
Vice President-Treasurer and
Corporate Secretary

This instrument was drafted by, and should be returned to, Peter C. Underwood of Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.

20559

ARTICLES OF AMENDMENT OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF IES UTILITIES INC.

517503 AMEN10 $50.00 DJC

ARTICLE I

The name of the Corporation is IES Utilities Inc.

ARTICLE II

Article I of the Corporation's Articles of Incorporation is amended by deleting the existing Article I and by inserting the following in lieu thereof:

"The name of the corporation is Interstate Power and Light Company."

ARTICLE III

In accordance with Section 490.1003 of the Iowa Business Corporation Act, the shareholders of the Corporation approved as of April 23, 2001, this Amendment by the following votes, with the number of affirmative votes cast by each voting group entitled to vote separately on the Amendment being sufficient for approval by such voting group:

Class	Number of Shares Outstanding and Entitled to Vote	Number of Shares Represented at the Special Meeting	Number of Affirmative Votes Cast
Common Stock	13,370,788	13,370,788	13,370,788
4.30% Preferred Stock	120,000	112,398	111,058
4.80% Preferred Stock	146,406	91,024	74,748
6.10% Preferred Stock	100,000	70,609	69,135

ARTICLE IV

These Articles of Amendment shall be effective at 12:02 a.m., Central Time, on the 1st day of January, 2002.

Executed on behalf of the Corporation on the 18th day of December, 2001.

By: _____
Edward M. Gleason
Vice President-Treasurer and Corporate Secretary

This instrument was drafted by, and should be returned to, Peter C. Under Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.

FILED
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SECRETARY OF STATE
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