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FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

MOJ 5-15-98

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): U.S. Filter Distribution Systems, Inc. [] individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Georgia [] Other Additional name(s) of conveying party(ies) attached? [x] Yes [] No

2. Name and address of receiving party(ies) Name: U.S. Filter Distribution Group, Inc. Internal Address: Street Address: 1820 Metcalf Avenue Thomasville, GA 31792 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Georgia [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] yes [x] no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [x] Yes [] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [x] Change of Name [] Other Execution Date: October 31, 1996

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,172,897 Additional numbers attached? [] Yes [x] No

5. Name and address of party to whom correspondence Concerning document should be mailed: Name: Mike W. Crosby Address: WOLF, GREENFIELD & SACKS, P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210 06/01/1998 DCOATES 00000042 1172897 01 FC:481 40.00 00

6. Total number of applications and registrations involved: [1] 7. Total fee (37 CFR 3.41): \$ 40.00 [x] Enclosed [] Authorized to be charged to deposit account The Commissioner is authorized to charge: 8. Deposit Account No: 23/2825

DO NOT USE THIS SPACE

9. Statement and signature To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Mike W. Crosby Signature Date May 12, 1998

Total number of pages including cover sheet, attachments, and document: [3]

Mail documents to be recorded with required cover sheet information to: Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C. 20231

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

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CSC NETWORKS
LISA WILLIAMS
100 PEACHTREE STREET, STE 660
ATLANTA, GA 30303

CERTIFICATE OF NAME CHANGE AMENDMENT

I, the Secretary of State and the Corporation
Commissioner of the State of Georgia, do hereby certify under the
seal of my office that

U.S. FILTER DISTRIBUTION SYSTEMS, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of
State changing its name to

U.S. FILTER DISTRIBUTION GROUP, INC.

and has paid the required fees as provided by Title 14 of the
Official Code of Georgia Annotated. Attached hereto is a true and
correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the
State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

ARTICLES OF AMENDMENT
OF
U.S. FILTER DISTRIBUTION SYSTEMS, INC.

To the Secretary of State
State of Georgia

Pursuant to Section 14-2-1006.1 of the Georgia Business Corporation Code, the corporation named herein (the "Corporation") does hereby adopt the following Articles of Amendment.

- 1. The name of the Corporation is: U.S. Filter Distribution Systems, Inc.
- 2. Article I of the Articles of Incorporation of the Corporation is hereby amended by deleting in its entirety Article I thereof, and substituting therefor the following provisions so that, as amended, said Article shall be and read in its entirety as follows:

"I

Corporate Name

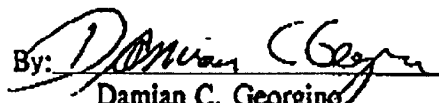
The name of the Corporation is:

'U.S. Filter Distribution Group, Inc.'

- 3. The amendment herein provided for was duly adopted by the Board of Directors of the Corporation as of October 31, 1996 without need of shareholder action in accordance with Section 14-2-1002 of the Georgia Business Corporation Code.
- 4. These Articles of Amendment represent a verification that the request for publication of notice of intent to file Articles of Amendment to change the name of the Corporation and payment therefor has been made as required by subsection (b) of Section 14-2-1006.1 of the Georgia Business Corporation Code.

Executed on October 31, 1996.

U.S. FILTER DISTRIBUTION
SYSTEMS, INC.

By: 
Damian C. Georgino
Vice President

SECRETARY OF STATE
Nov 6 11 22 AM '96
BSR