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06-01-1998

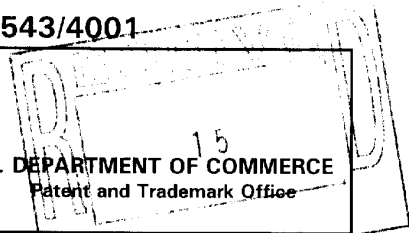
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FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



MCD 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/Davis, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, 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 Systems, Inc. Internal Address: Street Address: 1820 Metcalf Avenue Thomasville, GA 31792

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, 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, Change of Name, Other

Execution Date: October 25, 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

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

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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 Name of Person Signing

Signature

May 12, 1998 Date

Total number of pages including cover sheet, attachments, and document: [4]

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

DOCKET NUMBER : 963021077
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KIRKPATRICK & LOCKHART LLP
CINDY SABISH
1500 OLIVER BUILDING
PITTSBURGH, PA 15222-2312

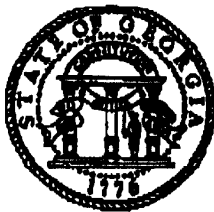
CERTIFICATE OF MERGER AND NAME CHANGE

I, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of said filing.

Surviving Entity:
U.S. FILTER/DAVIS, INC., a Georgia corporation

Changing its name to:
U.S. FILTER DISTRIBUTION SYSTEMS, INC.

Nonsurviving Entity/Entities:
THE UTILITY SUPPLY GROUP, INC., a Georgia corporation



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

CERTIFICATE OF MERGER

of

U.S. FILTER/DAVIS, INC.

and

THE UTILITY SUPPLY GROUP, INC.

**To the Secretary of State
State of Georgia**

Pursuant to Section 14-2-1104 of the Georgia Business Corporation Code, the domestic parent business corporation hereinafter named does hereby adopt the following Certificate of Merger:

1. The name of the parent corporation, which is a business corporation organized under the laws of the State of Georgia, is U.S. Filter/Davis, Inc. ("Davis").
2. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Georgia, is The Utility Supply Group, Inc. ("Utility").
3. All of the outstanding shares of capital stock of Utility, of which there is one class, are owned by Davis.
4. Pursuant to a Plan of Merger adopted by the Board of Directors of Davis by resolutions adopted on October 25, 1996, Utility will merge with and into Davis (the "Merger") and Davis will continue in existence as the surviving corporation (the "Surviving Corporation").
5. Shareholder approval of the Merger was not required pursuant to Section 14-2-1104 of the Georgia Business Corporation Code.
6. The Articles of Incorporation of the Surviving Corporation will continue in full force and effect without any changes, amendments or modifications, except that the name of the Surviving Corporation shall be changed to "U.S. Filter Distribution Systems, Inc."

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7. The executed Plan of Merger is on file at 1828 Metcalf Avenue, Thomasville, Georgia 31799, the address and principal place of business of the Surviving Corporation.

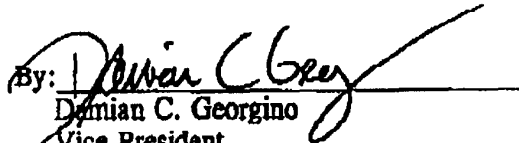
8. A copy of the executed Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any corporation that is a party to the Merger.

9. The Merger will take effect upon the filing of this Certificate of Merger with the Secretary of State of the State of Georgia.

10. This Certificate represents an undertaking by the Surviving Corporation to submit a request, and payment therefor, for publication of notice of the filing of this Certificate of Merger as required by Section 14-2-1105.1 of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of this 25th day of October, 1996.

U.S. FILTER/DAVIS, INC.

By: 
Damian C. Georgino
Vice President

SECRETARY OF STATE
Oct 25 4 42 PM '96
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