

06-19-1998



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COVER SHEET
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U.S. DEPARTMENT OF COMMERCE
Patents and Trademark Office
5 1998

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

To the Commissioner for 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? 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 no
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? 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)
Additional numbers attached? Yes No

B. Trademark Registration No.(s)
1,690,042

5. Name and address of party to whom correspondence Concerning document should be mailed:
Name: Peter C. Lando
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
 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.
Peter C. Lando _____ June 2, 1998
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: [5]

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 971130652
CONTROL NUMBER : 7300210
DATE INC/AUTH/FILED: 04/12/1956
JURISDICTION : GEORGIA
PRINT DATE : 04/23/1997
FORM NUMBER : 215

UNITED STATES FILTER CORPORATION
ATTN KATE LAMPRONE
10 TECHNOLOGY DRIVE
LOWELL MA 01851

CERTIFIED COPY

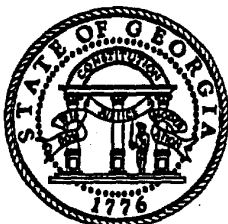
I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**U.S. FILTER DISTRIBUTION GROUP, INC.
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above the original document of which copies are attached.

This certificate is issued pursuant to the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



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

DOCKET NUMBER : 963021077
CONTROL NUMBER: 7300210
EFFECTIVE DATE: 10/25/1996
REFERENCE : 0045
PRINT DATE : 10/28/1996
FORM NUMBER : 412

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

963021077

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."

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 republication 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 41 PM '96
USN (1)