

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

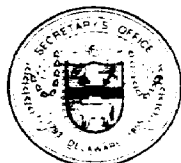
"CONTINENTAL NORTH EAST, INC.", A DELAWARE CORPORATION,

"CONTINENTAL WATER SYSTEMS CORPORATION", A TEXAS CORPORATION,

"INDUSTRIAL FILTERS AND EQUIPMENT CORPORATION", A MASSACHUSETTS CORPORATION,

"PENPURE ACQUISITION CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "PENFIELD ACQUISITION CORPORATION" UNDER THE NAME OF "CONTINENTAL PENFIELD CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF JUNE, A.D. 1992, AT 2:45 O'CLOCK P.M.



2212105 8100M

971005908

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 8274852

DATE: 01-07-97

TRADEMARK
REEL: 1789 FRAME: 0395

CERTIFICATE OF MERGER
OF
CONTINENTAL NORTH EAST, INC.
(a Delaware corporation)

AND

CONTINENTAL WATER SYSTEMS CORPORATION
(a Texas corporation)

AND

INDUSTRIAL FILTERS AND EQUIPMENT CORPORATION
(a Massachusetts corporation)

AND

PENPURE ACQUISITION CORPORATION
(a Delaware corporation)

INTO

PENFIELD ACQUISITION CORPORATION
(a Delaware corporation)

Each of the undersigned, being duly elected or appointed officers of Continental North East, Inc., a Delaware corporation ("Continental"), Continental Water Systems Corporation, a Texas corporation ("Continental Water"), Industrial Equipment and Supply Corporation, a Massachusetts corporation ("Industrial Equipment"), Penpure Acquisition Corporation, a Delaware corporation ("Penpure"), and Penfield Acquisition Corporation, a Delaware corporation ("Penfield"), do hereby certify, in accordance with Section 252 of the General Corporation Law of the State of Delaware, as follows:

1. The name and state of incorporation of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Continental North East, Inc.	Delaware
Continental Water Systems Corporation	Texas

Industrial Filters and Equipment
Corporation

Massachusetts

Penpure Acquisition Corporation

Delaware

Penfield Acquisition Corporation

Delaware

2. (a) An Agreement and Plan of Merger dated June 15, 1992, among Continental, Continental Water, Industrial Filters, Penpure and Penfield (the "Agreement and Plan of Merger"), pursuant to which Continental, Continental Water, Industrial Filters and Penpure will be merged with and into Penfield, has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with the laws under which it incorporated and by its constituent documents.

(b) The Agreement and Plan of Merger was approved, adopted, certified, executed and acknowledged by Continental, Penpure and Penfield in accordance with Section 251 of the Delaware Statute.

(c) The Agreement and Plan of Merger was duly executed by Industrial Filters and approved by the stockholders of Industrial Filters in accordance with Section 78 of the Massachusetts Business Corporate Law.

(d) The Agreement and Plan of Merger was duly authorized by Continental Water by all action required by the laws of the State of Texas and by its constituent documents.

3. The merger shall become effective upon the filing of this Certificate of Merger with the Secretaries of State of each of (i) Delaware, (ii) Massachusetts and (iii) Texas.

4. The name of the surviving corporation is Penfield Acquisition Corporation changing name to Continental Penfield Corporation.

5. The Certificate of Incorporation of the Surviving Corporation is hereby amended and restated as set forth on Exhibit A attached hereto.

6. The Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, located at 8 West Street, Plantsville, Connecticut 06479.

7. The Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

8. The authorized capital stock of each constituent corporation is as follows:

Name

Capitalization

Continental North East, Inc.
(a Delaware corporation)

1,000 shares of
common stock, \$.01
par value, of which
100 are issued and
outstanding.

Continental Water Systems Corporation
(a Texas corporation)

20,000,000 shares of
capital stock of
which 10,000,000 are
common stock, \$1.00
par value, and
10,000,000 are pre-
ferred stock, \$1.00
par value. 796,358
shares of common
stock and 1,565,702
shares of preferred
stock are issued and
outstanding.

Industrial Filters and Equipment
Corporation
(a Massachusetts corporation)

200 shares of
common stock, no
par value, of which
100 shares are is-
sued and outstand-
ing.

Penfield Acquisition Corporation
(a Delaware corporation)

1,000 shares of
common stock, \$.01
par value, of which
1,000 shares are
issued and outstand-
ing.

Penpure Acquisition Corporation
(a Delaware corporation)


1,000 shares of
common stock, \$.01
par value, of which
1,000 shares are
issued and outstand-
ing.

* * * *


IN WITNESS WHEREOF, each of the undersigned has signed this Certificate of Merger on the 16 day of June, 1992, and affirms, under penalties of perjury, that the statements contained herein are true.

[Corporate Seal]

CONTINENTAL NORTH EAST, INC.

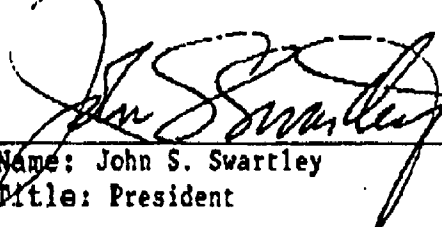
By: 
Name: John S. Swartley
Title: President

ATTEST:


By: 
Name: John S. Swartley
Title: Assistant Secretary

[Corporate Seal]

CONTINENTAL WATER SYSTEMS CORPORATION

By: 
Name: John S. Swartley
Title: President

ATTEST:

By: 
Name: Robert A. Meyer
Title: Vice President

[Corporate Seal]

INDUSTRIAL FILTERS AND EQUIPMENT CORPORATION

By: *John S. Swartley*
Name: John S. Swartley
Title: President

ATTEST:

By: *Robert A. Meyer*
Name: Robert A. Meyer
Title: Vice President

[Corporate Seal]

PENFIELD ACQUISITION CORPORATION

By: *John S. Swartley*
Name: John S. Swartley
Title: President

ATTEST:

By: *Robert A. Meyer*
Name: Robert A. Meyer
Title: Vice President

The Vice President is hereby authorized to exercise the duties ordinarily exercised by the Secretary of the corporation.

[Corporate Seal]

PENPURE ACQUISITION CORPORATION

By: *John S. Swartley*
Name: John S. Swartley
Title: President

ATTEST:

By: *Robert A. Meyer*
Name: Robert A. Meyer
Title: Vice President

The Vice President is hereby authorized to exercise the duties ordinarily exercised by the Secretary of the corporation.

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PENFIELD ACQUISITION CORPORATION

The undersigned, being the President and Vice President, respectively, of PENFIELD ACQUISITION CORPORATION, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DO HEREBY CERTIFY on behalf of the Corporation that:

1. The name of the Corporation is Penfield Acquisition Corporation. The date of filing of its original Certificate of Incorporation was October 31, 1989.

2. The Corporation is hereby changing its name to CONTINENTAL PENFIELD CORPORATION and amending and restating its Certificate of Incorporation as set forth in the Amended and Restated Certificate of Incorporation of Continental Penfield Corporation, attached hereto as Exhibit A (the "Amended Certificate").

3. The Amended Certificate was duly adopted by written consent in accordance with Sections 228, 242 and 243 of the General Corporation Law of the State of Delaware.

* * * *

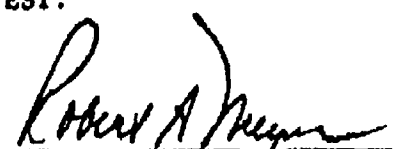
IN WITNESS WHEREOF, each of the undersigned has set his
hand this 16 day of June, 1992.

By:


John S. Swartley,
President

ATTEST:

By:


Robert A. Meyer

Vice President

The Vice President of the Corporation is hereby authorized to exercise
the duties ordinarily exercised by the Secretary of the Corporation.

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
CONTINENTAL PENFIELD CORPORATION
(formerly PENFIELD ACQUISITION CORPORATION)**

ARTICLE ONE

The name of the corporation (the "Corporation") is CONTINENTAL PENFIELD CORPORATION.

ARTICLE TWO

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "General Corporation Law").

ARTICLE FOUR

The total number of shares of all classes of stock which the Corporation has authority to issue is 1,000 shares, all of which are shares of Common Stock, par value \$.01 per share.

ARTICLE FIVE

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them, or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, or of the stockholders or class of stockholders of the Corporation, as the

case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, or of the stockholders or class of stockholders of the Corporation, as the case may be, agree on any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ARTICLE SIX

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, but the foregoing provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after the date of incorporation of the Corporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE SEVEN

The election of directors of the Corporation need not be by ballot, unless so required by the By laws of the Corporation.