

MW 12.28.98

01-04-1999



COVER SHEET ONLY

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/9)

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

100936062

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

1. Name of conveying party(ies): Ametek, Inc. [] individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other Additional name(s) of conveying party(ies) attached? [x] Yes [] No

2. Name and address of receiving party(ies) Name: Culligan Water Company, Inc. Internal Address: Street Address: One Culligan Parkway, Northbrook, Illinois 60062-6209 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other

3. Nature of conveyance: [] Assignment [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: July 31, 1997

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? [] Yes [x] No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,318,204 Additional numbers attached? [] Yes [x] No

6. Total number of applications and registrations involved: [1]

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

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. Peter C. Lando Signature Date 2/23/98

Total number of pages including cover sheet, attachments, and document: [6]

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

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:

"CULLIGAN WATER COMPANY, INC.", A DELAWARE CORPORATION, WITH AND INTO "AMETEK, INC." UNDER THE NAME OF "CULLIGAN WATER COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 1997, AT 1 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9370910

0333006 8100M

981410559

10 26 98
TRADEMARK
REEL: 1834 FRAME: 0984

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 07/31/1997
971255558 - 0333006

CERTIFICATE OF MERGER
OF
CULLIGAN WATER COMPANY, INC.
WITH AND INTO
AMETEK, INC.

Pursuant to Section 251(c) of the General
Corporation Law of the State of Delaware

AMETEK, Inc., a Delaware corporation
("AMETEK"), does hereby certify to the following facts
relating to the merger of Culligan Water Company, Inc.
("Culligan Merger Sub"), a Delaware corporation and a
wholly owned subsidiary of Culligan Water Technologies,
Inc., a Delaware corporation ("Culligan"), with and into
AMETEK (the "Merger"):

FIRST: The names and states of incorporation
of the constituent corporations to the Merger are as
follows:

| <u>Name</u> | <u>State</u> |
|------------------------------|--------------|
| Culligan Water Company, Inc. | Delaware |
| AMETEK, Inc. | Delaware |

SECOND: An Amended and Restated Agreement and
Plan of Merger and Reorganization, dated as of February
5, 1997 (the "Merger Agreement"), by and among Culligan,
Culligan Merger Sub, AMETEK and Ametek Aerospace Prod-
ucts, Inc., a Delaware corporation and a wholly owned
subsidiary of AMETEK, has been approved, adopted, certi-
fied, executed and acknowledged by each of the constitu-

ent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The effective time of the Merger shall be 12:01 a.m. on August 1, 1997.

FOURTH: AMETEK, Inc. is the surviving corporation of the Merger (the "Surviving Corporation").

FIFTH: At the effective time of the Merger, the name of the Surviving Corporation will be changed to Culligan Water Company, Inc.

SIXTH: The Certificate of Incorporation of the surviving Corporation shall be amended and restated in its entirety to read as set forth on Exhibit A hereto and, as amended, shall be the Certificate of Incorporation of the Surviving Corporation until amended in accordance with applicable law.

SEVENTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation, the address of which is One Culligan Parkway, Northbrook, Illinois, 60062-6209. A copy of the Merger Agreement will be furnished upon request and without cost to any stockholder of any of the constituent corporations.

IN WITNESS WHEREOF, AMETEK, Inc. has caused this Certificate of Merger to be executed in its corporate name this 31st day of July, 1997.

AMETEK, Inc.

By: 
Name: Donna F. Winqvist
Title: Secretary

EXHIBIT A

CERTIFICATE OF INCORPORATION
OF
CULLIGAN WATER COMPANY, INC.

FIRST: The name of this corporation shall be:
CULLIGAN WATER COMPANY, INC.

SECOND: Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, and its registered agent at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which this corporation is authorized to issue is:

One Thousand (1,000) Shares With A Par Value Of One Dollar (\$1.00) Per Share Amounting To One Thousand Dollars (\$1,000).

FIFTH: The names and addresses of the incorporators are as follows:

W.J. Gilleran
Carthage Road and the Crossways
Scarsdale, NY

R.E. Cook
50-01 88th Street
Elmhurst, NY

P.B. Huntington
150 E. 91st Street
New York, NY

SIXTH: The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

SEVENTH: No director shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for 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) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article SEVENTH shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.