

04-16-1999

6/22/98

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IEET

Our Refs.: 1769-28, 1769-32 & 1769-33

Commissioner of Patents and Trademarks  
Assignments, Washington, DC 20231

100968377

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

1. Name of conveying party(ies):  
Memtec America Corporation

- Individual(s)
- General partnership
- Corporation-State: Delaware
- Other: \_\_\_\_\_
- Association
- Limited Partnership



3. Nature of conveyance:

- Assignment
- Security Assignment
- Other: \_\_\_\_\_
- Merger
- Change of Name

Execution Date: February 18, 1998

2. Name and address of receiving party(ies):

Name: USF Filtration and Separations Group Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: \_\_\_\_\_  
 City: Wilmington  
 State/Country: Delaware  
 Zip: \_\_\_\_\_

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- 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

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)  
 (1) 74/619,583  
 (2) 75/148,729  
 (3)

B. Trademark Registration No.(s)  
 (1) 2,122,745  
 (2)  
 (3)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Donna J. Bunton  
 Internal Address: \_\_\_\_\_  
 Street Address: Nixon & Vanderhye P.C.  
1100 North Glebe Road  
8th Floor  
 City Arlington State: VA Zip: 22201

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) 90.00  
 \$ Fee Paid  
 Enclosed  
 Authorized to be charged to deposit account #14-1140

8. The Commissioner is hereby authorized to charge any deficiency in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our Account No. 14-1140.

DO NOT USE THIS SPACE

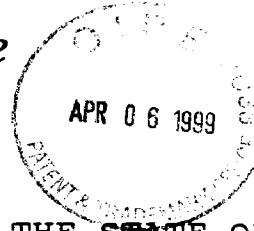
9. Statements and signature.

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.

Donna J. Bunton Donna J. Bunton June 22, 1998  
 Name of Person Signing Signature Date

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

Office of the Secretary of State



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 AMENDMENT OF "MEMTEC AMERICA CORPORATION", CHANGING ITS NAME FROM "MEMTEC AMERICA CORPORATION" TO "USF FILTRATION AND SEPARATIONS GROUP INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF FEBRUARY, A.D. 1998, AT 12:30 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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2083746 8100

981194269

05-20-98  
TRADEMARK

REEL: 1844 FRAME: 0623

AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF  
MEMTEC AMERICA CORPORATION

MEMTEC AMERICA CORPORATION (the "Corporation"), a Delaware corporation, having its principal office in Delaware in City of Wilmington, County of New Castle, Delaware hereby certifies to the Secretary of State that:

FIRST: The Charter of the Corporation is hereby amended by deleting Article First and substituting in lieu thereof the following:

"ARTICLE FIRST

The name of the Corporation is USF Filtration and Separations Group Inc."

SECOND: The amendment to the Charter of the Corporation set forth in this Amendment of Certificate of Incorporation has been duly advised by the Directors, by written consent in accordance with Section 141(f) of the Delaware Corporation Laws, and approved by the Sole Shareholder of the Corporation, by written consent pursuant to Section 242 of the Delaware Corporation Laws.

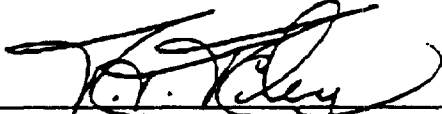
IN WITNESS WHEREOF, this Amendment of Certificate of Incorporation was signed and acknowledged this 18<sup>th</sup> day of February, 1998 in the name of and on behalf of the Corporation by its President or Vice President and attested by its Secretary or Assistant Secretary and its President or Vice President acknowledges this document to be the corporate act of the

Corporation and states under the penalties of perjury that the matters and facts set forth herein with respect to approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

MEMTEC AMERICA CORPORATION

  
Kevin F. O'Neill, Secretary

  
Ron T. Riley, Vice President