

03-15-1999

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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

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

MCD 3-1-99

<p>1. Name of conveying party(ies): U.S. Filter Distribution Systems, Inc.</p> <p><input type="checkbox"/> individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Georgia <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: U.S. Filter Distribution Group, Inc. Internal Address: Street Address: 1820 Metcalf Avenue Thomasville, GA 31792</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Georgia</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: October 31, 1996</p>	

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

<p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) 1,636,333</p>
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Peter C. Lando Address: WOLF, GREENFIELD & SACKS, P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210</p>	<p>6. Total number of applications and registrations involved:..... [1]</p> <hr/> <p>7. Total fee (37 CFR 3.41).....\$ 25.00</p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to deposit account</p> <p>The Commissioner is authorized to charge:</p> <hr/> <p>8. Deposit Account No: 23/2825</p>
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01 FC-401 40.00 0P

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 _____ February 25, 1999
Name of Person Signing Signature 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 fo Patents and Trademarks, Washington, D.C. 20231

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

DOCKET NUMBER : 971130654
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



TRADEMARK
REEL: 1866 FRAME: 0895

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

DOCKET NUMBER : 963110361
CONTROL NUMBER: 7300210
EFFECTIVE DATE: 11/06/1996
REFERENCE : 0091
PRINT DATE : 11/06/1996
FORM NUMBER : 0611

CSC NETWORKS
LISA WILLIAMS
100 PEACHTREE STREET, STE 660
ATLANTA, GA 30303

CERTIFICATE OF NAME CHANGE AMENDMENT

I, the Secretary of State and the Corporation
Commissioner of the State of Georgia, do hereby certify under the
seal of my office that

U.S. FILTER DISTRIBUTION SYSTEMS, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of
State changing its name to

U.S. FILTER DISTRIBUTION GROUP, INC.

and has paid the required fees as provided by Title 14 of the
Official Code of Georgia Annotated. Attached hereto is a true and
correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the
State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

TRADEMARK

7300210
063110361

ARTICLES OF AMENDMENT
OF
U.S. FILTER DISTRIBUTION SYSTEMS, INC.

To the Secretary of State
State of Georgia

Pursuant to Section 14-2-1006.1 of the Georgia Business Corporation Code, the corporation named herein (the "Corporation") does hereby adopt the following Articles of Amendment.

1. The name of the Corporation is: U.S. Filter Distribution Systems, Inc.
2. Article I of the Articles of Incorporation of the Corporation is hereby amended by deleting in its entirety Article I thereof, and substituting therefor the following provisions so that, as amended, said Article shall be and read in its entirety as follows:

"I
Corporate Name

The name of the Corporation is:

'U.S. Filter Distribution Group, Inc.'

3. The amendment herein provided for was duly adopted by the Board of Directors of the Corporation as of October 31, 1996 without need of shareholder action in accordance with Section 14-2-1002 of the Georgia Business Corporation Code.
4. These Articles of Amendment represent a verification that the request for publication of notice of intent to file Articles of Amendment to change the name of the Corporation and payment therefor has been made as required by subsection (b) of Section 14-2-1006.1 of the Georgia Business Corporation Code.

Executed on October 31, 1996.

U.S. FILTER DISTRIBUTION
SYSTEMS, INC.

By: Damian C. Georgino
Damian C. Georgino
Vice President

SECRETARY OF STATE
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BSR (1)