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

<p>1. Name of conveying party(ies): Johnson Filtration Systems</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 Delaware <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: Wheelabrator Engineered Systems Inc. Internal Address: Street Address: 1501 East Woodfield Road Schaumburg, IL 60173</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>Delaware</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 type="checkbox"/> Yes <input checked="" 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: December 31, 1992</p>	

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

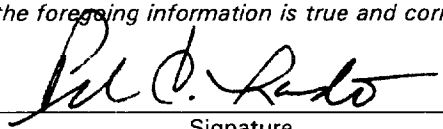
<p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) 1,789,038</p>
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Additional numbers attached? Yes No

<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).....\$ 40.00</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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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.

<p>Peter C. Lando Name of Person Signing</p>	 Signature	<p>August 23, 1999 Date</p>
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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 of Patents and Trademarks, Washington, D.C. 20231

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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 AMENDMENT OF "JOHNSON FILTRATION SYSTEMS INC.", CHANGING ITS NAME FROM "JOHNSON FILTRATION SYSTEMS INC." TO "WHEELABRATOR ENGINEERED SYSTEMS INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1992, AT 9 O'CLOCK A.M.



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A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 8558948
07-15-97

DATE:

TRADEMARK
REEL: 001950 FRAME: 0530

CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of
JOHNSON FILTRATION SYSTEMS INC.

JOHNSON FILTRATION SYSTEMS INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Law"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of JOHNSON FILTRATION SYSTEMS INC., by the unanimous written consent of its members pursuant to Section 141(f) of the Law, filed with the minutes of the proceedings of the Board, duly adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of said corporation and declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED that, it is deemed advisable and in the best interest of the Corporation that the Certificate of Incorporation of the Corporation be amended by changing Article FIRST: thereof so that, as amended, said Article shall be and read as follows:

" FIRST: The name of the corporation is Wheelabrator Engineered Systems Inc. (hereinafter the "Corporation")."

SECOND: That in lieu of a meeting and vote of the stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the Law and that said consent has been filed with the minutes of the proceedings of the stockholders.

THIRD: That the aforesaid amendment of the Certificate of Incorporation was duly adopted pursuant to the applicable provisions of Section 141, 228 and 242 of the Law.

IN WITNESS WHEREOF, said JOHNSON FILTRATION SYSTEMS INC. has caused this instrument to be executed for and on its behalf by a Vice President, thereunto duly authorized, and attested by an Assistant Secretary, this 21st day of December, 1992.

JOHNSON FILTRATION SYSTEMS INC.

By Robert L. Mcbray
Vice President

ATTEST:

Scott M. Kelley
Assistant Secretary