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(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

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OPR/FINANCE

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

<p>1. Name of conveying party(ies): Wallace & Tiernan, 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 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>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: April 23, 1997</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: U.S. Filter/ Wallace & Tiernan Internal Address: Street Address: 1901 West Garden Road, Vineland, NJ 08360t</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 Delaware <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>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) 1,634,691</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<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> <p>7. Total fee (37 CFR 3.41)..... \$40.00 <input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account The Commissioner is authorized to charge:</p> <p>8. Deposit Account No: 500214</p>
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DO NOT USE THIS SPACE

<p>9. Statement and signature <i>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.</i></p> <p>Peter C. Lando _____ January 20, 2000 Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: [3]</p>	<p>1634691 500214 000016 40.00 CH FC:461</p>
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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 AMENDMENT OF "WALLACE & TIERNAN, INC.", CHANGING ITS NAME FROM "WALLACE & TIERNAN, INC." TO "U.S. FILTER/WALLACE & TIERNAN, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1997, AT 3 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9548084

DATE:

01-29-99

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
WALLACE & TIERNAN, INC.

WALLACE & TIERNAN, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

By unanimous written consent, in accordance with Sections 228 and 141(f) of the General Corporation Law of the State of Delaware, the stockholders and directors of the Corporation have duly adopted, in accordance with the provisions of Section 242 of the said General Corporation Law of the State of Delaware, to be effective immediately, an amendment to the Certificate of Incorporation of the Corporation whereby the first Article thereof is change so that, as amended, said Article shall be and read as follows:


"1. The name of the Corporation is U.S. Filter/Wallace & Tiernan, Inc."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed this 23rd day of April, 1997.

WALLACE & TIERNAN, INC.

By: 
 Andrew D. Seidel
 President

Attest:


 Damian C. Georgino
 Secretary