

State of Delaware
Office of the Secretary of State

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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: 002033 FRAME: 0339

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


Vice President

ATTEST:


Assistant Secretary