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05-02-2000      HEET



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FORM PTO-1594  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)

JF COMMERCE  
mark Office

MFD  
3-27-00

To the Please record the attached original documents or copy thereof.

<p>1. Name of conveying party( es): Wheelabrator Clean Water Inc</p> <p><input type="checkbox"/> individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership            <input type="checkbox"/> Limited Partne ship)  <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 checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement            <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: December 29, 1995</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Wheelabrator Water Technologies Inc.  Internal Address:  Street Address: Liberty Lane  Hampton, New Hampshire 03842</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 Maryland _____  <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) &amp; address(es) attached? <input checked="" type="checkbox"/> Yes <input 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) 1,587,648</p>
<p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Peter C. Lando  Address: WOLF, GREENFIELD &amp; 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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05/01/2000 TTON11 00000197 500214 1587648 DO NOT USE THIS SPACE

01 FC:581 40.00 CN

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**                      *Peter C. Lando*                      3/20/00  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: [ 5 ]

Mail documents to be recorded with required cover sheet information to:  
Box Assignment Commissioner of Patents and Trademarks, Washington, D.C. 20231

ARTICLES OF MERGER

THE WHEELABRATOR CORPORATION  
(A DE CORP.)

AND  
WHEELABRATOR CLEAN WATER INC.  
(A DE CORP.)

INTO  
WHEELABRATOR CLEAN WATER SYSTEMS INC.  
(A MD CORP.)

CHANGING ITS NAME TO:  
WHEELABRATOR WATER TECHNOLOGIES INC.

SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 29, 1995 AT 10:12 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED. (EFFECTIVE DATE: 01/01/95)

ORGANIZATION AND  
CAPITALIZATION FEE PAID

RECORDING  
FEE PAID

SPECIAL  
FEE PAID

\$ \_\_\_\_\_ \$ 20.00 \$ \_\_\_\_\_

00907717

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

THE CORPORATION TRUST  
INCORPORATED  
32 SOUTH STREET  
BALTIMORE

SHEET OF INSTRUMENT

4

I hereby certify that this is a true and complete copy of the original instrument.  
page 2 of 2  
BY: W. J. Watson Custodian  
This stamp is to be placed in the records of the State Department of Assessments and Taxation of Maryland in Liber, Four.  
Effective: 6/95



Effective 1/1/96

90

ARTICLES OF MERGER  
OF

THE WHEELABRATOR CORPORATION  
and  
WHEELABRATOR CLEAN WATER INC.

10/20

12-29-95

WITH AND INTO

WHEELABRATOR CLEAN WATER SYSTEMS INC.

UNDER SECTION 3-102  
OF

THE MARYLAND GENERAL CORPORATION LAW

(nlc on  
p. 2)

Wheelabrator Clean Water Systems Inc., a Maryland corporation, The Wheelabrator Corporation, a Delaware corporation, and Wheelabrator Clean Water Inc., a Delaware corporation, hereby make these Articles of Merger in accordance with the requirements of Section 3-109 of the General Corporation Law of Maryland and do hereby certify as follows:

1. Wheelabrator Clean Water Systems Inc. ("WCWS" sometimes referred to as the "Surviving Corporation"), The Wheelabrator Corporation ("TWC") and Wheelabrator Clean Water Inc. ("WCW") each agree that TWC and WCW shall merge with and into WCWS and that WCWS shall be the successor corporation in such merger (the "Merger"). TWC and WCW own no interest in any real property in the State of Maryland.
2. WCWS was incorporated in Maryland on August 31, 1978; its principal office in Maryland is located in Anne Arundel County. TWC was incorporated in Delaware on June 12, 1984, and WCW was incorporated in Delaware on December 27, 1985, and neither have principal offices located in Delaware.
3. The terms and conditions of the Merger set forth in these Articles of Merger were advised, authorized and approved by each corporation party hereto by the vote required by its charter and the Maryland General Corporation Law, and the General Corporation Law of Delaware. The terms and conditions of the merger were authorized and declared advisable by written consent of the Board of Directors of WCWS on January 1, 1996, and were approved by the stockholders of WCWS by unanimous written consent on January 1, 1996. The terms and conditions of the Merger were authorized and declared advisable by written consent of the Board of Directors of TWC and WCW on January 1, 1996, and were approved by the stockholders of TWC and WCW on January 1, 1996.

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4. Prior to the Merger, the total number of shares of stock that WCWS has authority to issue is 1,000 shares, all of which are Common Stock with a par value of \$1.00. Upon and after the Merger, the total number of shares that WCWS shall have authority to issue is 1,000, all of which are shares of Common Stock with a par value of \$1.00 per share, all of which are issued and outstanding.

5. The total number of shares that TWC has authority to issue is 1,000 shares, all of which are shares of Common Stock with a par value of \$1.00 per share, all of which are issued and outstanding.

The Total number of shares that WCW has authority to issue is 1,000 shares, all of which are shares of Common Stock with a par value of \$.01 per share, all of which are issued and outstanding.

6. WCWS, TWC and WCW have agreed to merge in accordance with the terms of an Agreement and Plan of Merger, dated as of January 1, 1996, by and between WCWS, TWC and WCW. In consummation of the Merger:

a. On the date of Merger all of the issued and outstanding shares of capital stock of TWC and WCW shall be cancelled, and no shares of WCWS shall be issued, or other consideration paid, in exchange therefor.

b. On the date of Merger the Articles of Incorporation of WCWS shall be amended as set forth below:

FIRST: The name of the corporation (hereinafter called the "corporation") is Wheelabrator Water Technologies Inc. ✓

The provisions of WCWS's Articles of Incorporation in effect immediately preceding the Merger, other than those set forth above, shall in no way be altered or repealed as a result of the Merger and shall be and remain provisions of the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed as provided for therein and under the Maryland General Corporation Law.

7. The name and address of the resident agent of the Surviving Corporation within the State of Maryland shall be The Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202.


8. TWC and WCW own no property in the State of Maryland.


9. This Merger shall be effective on January 1, 1996. ✓

IN WITNESS WHEREOF, these Articles of Merger have been signed by each of WCWS TWC and WCW by its President or Vice President, each such officer acknowledges the same to be the act of such corporation and the Secretary or an Assistant Secretary of each has attested to the execution and acknowledgment hereof.

WHEELABRATOR CLEAN WATER SYSTEMS INC.

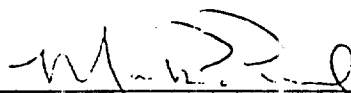
Attested by:

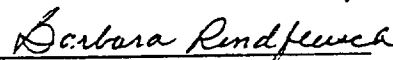
  
Mark P. Paul  
Vice President

  
Barbara Rindfleisch  
Assistant Secretary

THE WHEELABRATOR CORPORATION


Attested by:

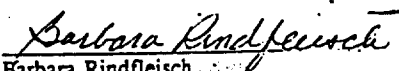
  
Mark P. Paul  
Vice President

  
Barbara Rindfleisch  
Assistant Secretary

WHEELABRATOR CLEAN WATER INC.

Attested by:

  
Mark P. Paul  
Vice President

  
Barbara Rindfleisch  
Assistant Secretary