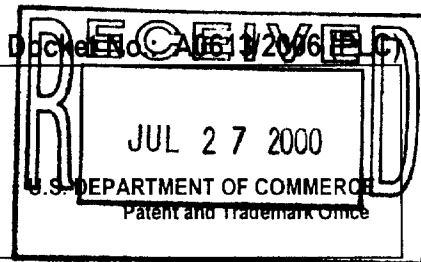


08-31-2000



Attorney's Docket No. A1611206

101447785
TRADEMARKS ONLY



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

M20 7.27.00

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

<p>1. Name of conveying party(ies): Arrowhead Industrial Water, 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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: May 5, 1995</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: U.S. Filter/Arrowhead, Inc. Internal Address: Street Address: 10 Technology Drive Lowell, MA 01851</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 type="checkbox"/> no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input 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) 1,846,658</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, Esq. 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 <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

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

Name of Person Signing Signature Date

25 July 2000

Total number of pages including cover sheet, attachments, and document: [3]

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

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 "ARROWHEAD INDUSTRIAL WATER, INC.", CHANGING ITS NAME FROM "ARROWHEAD INDUSTRIAL WATER, INC." TO "U.S. FILTER/ARROWHEAD, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF MAY, A.D. 1995, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7819650

0929809 8100

960019899

TRADEMARK
REEL: 002127 FRAME: 0962

CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF
ARROWHEAD INDUSTRIAL WATER, INC.

Arrowhead Industrial Water, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the amendment to the Corporation's Certificate of Incorporation set forth in the following resolution was unanimously approved by the Corporation's Board of Directors and stockholders and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

NOW, THEREFORE, BE IT RESOLVED, that the Certificate of Incorporation of the Corporation be amended by deleting in its entirety Article FIRST thereof and substituting therefor the following provision so that, as amended, said Article shall be and read in its entirety as follows:

FIRST: The name of the Corporation is:

U.S. Filter/Arrowhead, Inc.

SECOND: That the said amendment has been consented to and authorized by the stockholders pursuant to written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Arrowhead Industrial Water, Inc. has caused this Certificate to be signed and attested by its duly authorized officers this 4th day of May, 1995.

ARROWHEAD INDUSTRIAL WATER, INC.

By: 
Vice President

ATTEST:

By: 
Secretary