

RECORD  
TI

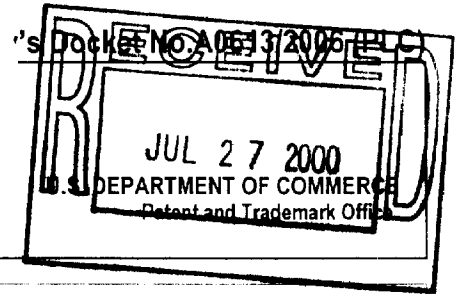
09-06-2000



101449956

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

*MLO*  
*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): U.S. Filter/Arrowhead, 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> <hr/> <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: March 28, 1996</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: U.S. Filter/lonpure 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 <u>Massachusetts</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 type="checkbox"/> no  (Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
--	--

<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>
---	---

<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 &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  <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>
---	---

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

*Peter C. Lando*                      *25 July 2000*

\_\_\_\_\_  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: [ 12 ]

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

State of Delaware

## Office of the Secretary of State

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 MERGER, WHICH MERGES:

"U.S. FILTER/ARROWHEAD, INC.", A DELAWARE CORPORATION, WITH AND INTO "U.S. FILTER/IONPURE INC." UNDER THE NAME OF "U.S. FILTER/IONPURE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MASSACHUSETTS, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MARCH, A.D. 1996, AT 3 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

2608060 8100M

AUTHENTICATION: 7887998

960091438

DATE:

03-28-96  
**TRADEMARK**  
 REEL: 002129 FRAME: 0093

0 441  
4 111  
7 150  
8 141

REPLY TO 100

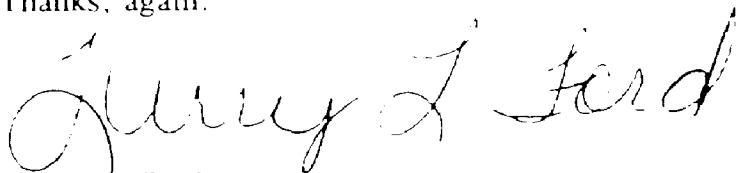
Dear Ms. Bacon:

Re: U.S. Filter/Arrowhead, Inc. (DE.DOM.)  
Merged into: U.S. Filter/Ionpure Inc. (MA. DOM.)  
Under name of: U.S. Filter/Ionpure (MA.DOM.)

Pursuant to instructions received, the Certificate of Merger for this corporation was filed in the office of the Secretary of State of Delaware on March 28, 1996, at 3:00 p.m., and a certified copy thereof is being forwarded by the Secretary of State to the Recorder of Deeds of New Castle County, Wilmington, Delaware.

We enclose one certified copy of the Certificate of Merger.

Thanks, again.



Terry L. Ford  
Customer Specialist

TLF/elh  
Enc.

Cynthia Bacon  
United States Filter Corporation  
10 Technology Drive  
Lowell, MA 01851

# The Commonwealth of Massachusetts

Examiner

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF \*CONSOLIDATION / \*MERGER (General Laws, Chapter 156B, Section 79)

~~\*Consolidation~~ / \*merger of

U.S. Filter/Arrowhead, Inc.

(A Delaware Corporation)

and

U.S. Filter/Ionpure Inc.

(A Massachusetts Corporation)

the constituent corporations, into

U.S. Filter/Ionpure Inc.

~~\*a new corporation~~ / \*one of the constituent corporations organized under the laws of Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~\*consolidation~~ / \*merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The \*resulting / \*surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~\*consolidation~~ / \*merger determined pursuant to the agreement of ~~\*consolidation~~ / \*merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

\*\*The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

THE SECRETARY OF THE COMMONWEALTH  
MAR 28 PM 3:53

C  
P  
M  
R.A. | | | | |

\*Delete the inapplicable words

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

\*\* (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

\*\* (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

\*\* (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the ~~resulting~~ surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not* a *permanent* part of the Articles of Organization of the ~~resulting~~ surviving corporation.

(a) The street address (*post office boxes are not acceptable*) of the ~~resulting~~ surviving corporation in Massachusetts is:

10 Technology Drive, Lowell, MA 01851

\*\* If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the ~~resulting~~ surviving corporation is

**NAME - RESIDENTIAL ADDRESS POST OFFICE ADDRESS**

President:

Treasurer: (See attached)

Clerk:

Directors:

(c) The fiscal year end (i.e. tax year) of the ~~resulting~~ surviving corporation shall end on the last day of the month of March

(d) The name and business address of the resident agent, if any, of the ~~resulting~~ surviving corporation is:

CT Corporation System, 2 Oliver St., Boston, MA 02109

Item 5 below may be deleted if the ~~resulting~~ surviving corporation is organized under the laws of Massachusetts

~~5. The ~~resulting~~ surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the ~~resulting~~ surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.~~

**FOR MASSACHUSETTS CORPORATIONS**

The undersigned ~~President~~ Vice President and ~~Clerk~~ Assistant Clerk of U.S. Filter/Ionpure Inc. a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~consolidation~~ merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

Damian C. Georgino ~~President~~ Vice Pres:  
Damian C. Georgino

Cynthia A. Bacon ~~Clerk~~ Assistant:  
Cynthia A. Bacon

**FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS**

The undersigned, † Vice President and †† Assistant Secretary of U.S. Filter/Arrowhead, Inc., a corporation organized under the laws of Delaware, further state under the penalties of perjury that the agreement of ~~consolidation~~ merger has been duly adopted by such corporation in the manner required by the laws of Massachusetts

\*Delete the inapplicable words.  
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.  
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Kevin L. Spence  
Kevin L. Spence  
†† Dorrie B. Osborne  
Dorrie B. Osborne

THE COMMONWEALTH OF MASSACHUSETTS

**ARTICLES OF \*CONSOLIDATION / \*MERGER**

(General Laws, Chapter 156B, Section 79)

\_\_\_\_\_  
I hereby approve the within Articles of \*Consolidation / \*Merger and  
the filing fee in the amount of \$ \_\_\_\_\_, having been paid,  
said articles are deemed to have been filed with me this \_\_\_\_\_  
day of \_\_\_\_\_, 19 \_\_\_\_\_.

Effective date \_\_\_\_\_

**WILLIAM FRANCIS GALVIN**

*Secretary of the Commonwealth*

**TO BE FILLED IN BY CORPORATION**

**Photocopy of document to be sent to:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
C T Corporation System  
2 Oliver Street  
Boston, Massachusetts 02109  
\_\_\_\_\_

Telephone: \_\_\_\_\_

CERTIFICATE OF MERGER

OF

U.S. FILTER/ARROWHEAD, INC.

INTO

U.S. FILTER/IONPURE INC.

\*\*\*\*\*

The undersigned corporation organized and existing under and by virtue of the Massachusetts General Laws.

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
U.S. Filter/Arrowhead, Inc.	Delaware
U.S. Filter/Ionpure Inc.	Massachusetts

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is U.S. Filter/Ionpure Inc., a Massachusetts corporation.



FOURTH: That the Articles of Organization, as amended, of U.S. Filter/Ionpure Inc., a Massachusetts corporation, which is the surviving corporation, shall continue in full force and effect as the Articles of Organization of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 10 Technology Drive, Lowell, Massachusetts 01851.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

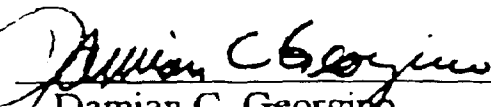
SEVENTH: That U.S. Filter/Ionpure Inc. survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by

the Secretary of State of Delaware is 10 Technology Drive, Lowell, Massachusetts 01851 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

EIGHTH: That this Certificate of Merger shall be effective upon filing of the Articles of Merger with the Secretary of the Commonwealth of Massachusetts.

Dated: February 16, 1996

U.S. FILTER/IONPURE INC.

By:   
Damian C. Georgino  
Vice President

# U. S. FILTER/IONPURE INC.

## OFFICERS:

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>
Nicholas C. Memmo	President & General Manager	104 Carlton Ln. N. Andover, MA 01845
Kevin L. Spence	Vice President & Chief Financial Officer	43-717 Via Majorca Palm Desert, CA 92260
James W. Dierker	Vice President, Assistant Controller & Treasurer	44-375 King's Canyon Ln. Palm Desert, CA 92260
Damian C. Georgino	Vice President & Clerk	76-512 Begonia Ln. Palm Desert, CA 92211
William L. Brennen	Vice President- Service Operations	4 Kirsi Cr. Westford, MA 01886
Andrew Bergdoll	Vice President- Capital Operations	13 Lakeside St. Salem, NH 03079
Christopher T. Lavin	Vice President- Marketing	36 High St. Medfield, MA 02052
Michael F. Welch	Vice President- Finance, Controller, Assistant Clerk & Assistant Treasurer	3 Steeple Chase Cr. Westford, MA 01886
Duane R. Huennekens	Assistant Treasurer	39-540 Kirkwood Ct. Rancho Mirage, CA 92270
Lisabeth W. Huddleston	Assistant Treasurer	17 Mason Rd. New Boston, NH 03070
Dorrie B. Osborne	Assistant Clerk	3184 Cajon Cr. Palm Springs, CA 92264
Cynthia A. Bacon	Assistant Clerk	100 Brookside Dr. Andover, MA 01810

TRADEMARK

REEL: 002129 FRAME: 0102

**DIRECTORS:**

<u>Name</u>	<u>Residence Address</u>
Richard J. Heckmann	72-551 Clancy Ln. Rancho Mirage, CA 92270
Kevin L. Spence	43-717 Via Majorca Palm Desert, CA 92260
Nicholas C. Memmo	104 Carlton Ln. N. Andover, MA 01845