

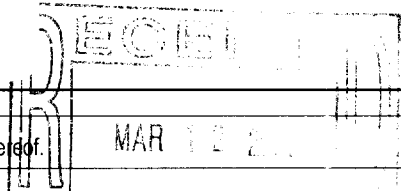
REC

03-28-2001



101651300

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



3174

Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Wheelabrator Engineered Systems 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 of 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>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: May 23, 1995</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Wheelabrator Clean Water Inc. Internal Address: _____ Street Address: 55 Shuman Boulevard Naperville, IL 60563</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 of 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) 909,409</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).....\$ 40.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Please charge to Deposit Order Account 500214</p>
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03/27/2001 DBYRNE 00000103 500214 909409
01 FC-481 40.00 PH

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.

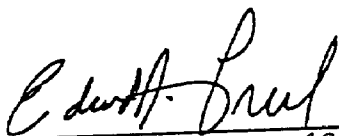
Peter C. Lando *Peter C. Lando* 8 March 2001
Name Signature Date

Total number of pages including cover sheet, attachments, and document: **[4]**

Mail documents to be recorded with required cover sheet information to:
Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C. 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 "WHEELABRATOR ENGINEERED SYSTEMS INC.", CHANGING ITS NAME FROM "WHEELABRATOR ENGINEERED SYSTEMS INC." TO "WHEELABRATOR CLEAN WATER INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MAY, A.D. 1995, AT 2 O'CLOCK P.M.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 8782964

DATE: 12-01-97

TRADEMARK
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CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of
WHEELABRATOR ENGINEERED SYSTEMS INC.

WHEELABRATOR ENGINEERED 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 WHEELABRATOR ENGINEERED 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, by the Board of Directors and the Stockholders of the Corporation that Article FIRST: of the Certificate of Incorporation of the Corporation be amended to read, in its entirety, as follows:

FIRST: The name of the corporation is WHEELABRATOR CLEAN WATER INC. (hereinafter the "Corporation").

FURTHER RESOLVED, that the President or any Vice President and the Secretary or any Assistant Secretary of the Corporation be, and hereby is, for and on behalf of the Corporation, authorized to execute and deliver and shall cause to be filed, as appropriate, such certificates, instruments and other documents, and shall take such other actions as in their judgment may be necessary or advisable to effect the proposed amendment and the intent of these resolutions.

- 2 -

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 WHEELABRATOR ENGINEERED 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 23rd day of May, 1995.

WHEELABRATOR ENGINEERED SYSTEMS INC.

By Mark Paul
Vice President

ATTEST:

Barbara Rindfleisch
Assistant Secretary