

04-04-2001

Attorney's Docket No. Z0088/2044 PCL

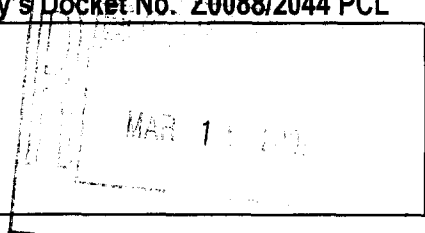


1 SHEET

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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



Please record the attached original documents or copy thereof.

3-15-01

<p>1. Name of conveying party(ies): Zimpro Environmental, 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 Wisconsin <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 checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: May 31, 1996</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: U.S. Filter/Zimpro, Inc. Internal Address: _____ Street Address: 301 West Military Road Rothschild, Wisconsin 54474</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) 910,864</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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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* 13 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:
Patent and Trademark Office, Commissioner of Patents and Trademarks, Washington, D.C. 20231

04/03/2001 RAHMED1 00000105 500214
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CERTIFICATE OF MERGER

OF

ZIMPRO ENVIRONMENTAL, INC.

INTO

U.S. FILTER/ZIMPRO, INC.

**Under Section 252 of the
Delaware General Corporation Law**

Pursuant to Section 252(c) of the Delaware General Corporation Law ("DGCL"), U.S. Filter/Zimpro, Inc., a Delaware corporation ("USFZ"), hereby certifies the following in connection with the merger (the "Merger") of Zimpro Environmental, Inc., a Wisconsin corporation ("Zimpro Environmental"), with and into USFZ:

1. Name and State of Incorporation. The names and states of incorporation of Zimpro Environmental and USFZ, which are the only constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State of Incorporation</u>
Zimpro Environmental, Inc.	Wisconsin
U.S. Filter/Zimpro, Inc.	Delaware

2. Agreement of Merger. The Agreement and Plan of Merger, dated as of May 31, 1996 by and between Zimpro Environmental and USFZ ("Agreement of Merger") setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of Zimpro Environmental and USFZ in accordance with the provisions of Section 180.1101 of the Wisconsin Business Corporation Law and Sections 103 and 252 of the DGCL, respectively.

3. Name of Surviving Corporation. The name of the corporation surviving the Merger is "U.S. Filter/Zimpro, Inc." (the "Surviving Corporation").

4. Certificate of Incorporation of Surviving Corporation. The Certificate of Incorporation of USFZ in effect immediately prior to consummation of the merger shall be the Certificate of Incorporation of the Surviving Corporation.

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5. Agreement of Merger on File. An executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, which is located at 301 W. Military Road, Rothschild, Wisconsin 54474.

6. Copy of Agreement of Merger. A copy of the Agreement of Merger will be furnished by the Surviving Corporation on request and without cost, to any stockholder of either of the Constituent Corporations.

7. Authorized Capital Stock of Zimpro Environmental. Immediately prior to the effective date of the Merger there were 1,000 authorized shares of Common Stock, par value \$.01, of Zimpro Environmental.

[This space intentionally left blank.]

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of this 31st day of May, 1996.

U.S. FILTER/ZIMPRO, INC.



By: Damian C. Georgino
Title: Vice President