

4/29/02

05-07-2002



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REC
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Honorable Commissioner of Patents and Trademarks:
Box Assignments
Washington, D.C. 20231

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):
 Wheelabrator Engineered Systems Inc.
 55 Shuman Boulevard
 Naperville, Illinois 60563

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Wheelabrator Clean Water Inc.
 55 Shuman Boulevard
 Naperville, Illinois 60563

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment.)

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 23, 1995

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s):
 B. Trademark registration No.(s): 1,189,910

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Jill A. McWhirter
 HOWREY SIMON ARNOLD & WHITE, LLP
 750 Bering Drive
 Houston, Texas 77057-2198

6. Total number of applications and registrations involved:
1

7. Total fee (37 C.F.R. § 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account
 Charge deposit account in the event the check is inadvertently omitted, or the amount is insufficient

8. Deposit account number: 01-2508 (ref. WCOS:113)

DO NOT USE THIS SPACE
40.00 CH

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.

Jill A. McWhirter Jill A. McWhirter 4-18-02
 Name of Person Signing Signature Date

05/06/2002 LMELLER 00000242 012508 1189910
 01 FC:481

FINANCIAL SECTION
 APR 29 2002 11:09
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 APR 29 2002 11:09

**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.

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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


Vice President

ATTEST:


Assistant Secretary

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1319302

010427087

DATE: 08-29-01

RECORDED: 04/18/2002

TRADEMARK
REEL: 002500 FRAME: 0133