

05-09-2002



102082684

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): 4-29-02  
 Wheelabrator Clean Water 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 Water Technologies, Inc.  
 3003 Butterfield Road  
 Oak Brook, Illinois 60521

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation - Maryland  
 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: January 1, 1996

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)

05/08/2002 TDI/AZ1 00000086 012508 1189910  
 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  
 Name of Person Signing

Jill A. McWhirter  
 Signature

4-18-02  
 Date

Page 1 of 8

ARTICLES OF MERGER  
 OF  
 THE WHEELABRATOR CORPORATION  
 (A DE CORP.)  
 AND  
 WHEELABRATOR CLEAN WATER INC.  
 (A DE CORP.)  
 INTO  
 WHEELABRATOR CLEAN WATER SYSTEMS INC.  
 (A MD CORP.)  
 CHANGING ITS NAME TO:  
 WHEELABRATOR WATER TECHNOLOGIES INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
 OF MARYLAND DECEMBER 29, 1995 AT 10:12 O'CLOCK A. M. AS IN CONFORMITY  
 WITH LAW AND ORDERED RECORDED. (EFFECTIVE DATE: 01/01/95)

ORGANIZATION AND  
 CAPITALIZATION FEE PAID:

RECORDING  
 FEE PAID:

SPECIAL  
 FEE PAID:

\$ \_\_\_\_\_

\$ 20.00

\$ \_\_\_\_\_

D0907717

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
 BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

THE CORPORATION TRUST  
 INCORPORATED  
 32 SOUTH STREET  
 BALTIMORE MD 21202

131C3095307

STATE OF MARYLAND A 509090

I hereby certify that this is a true and complete copy of the  
 page of \_\_\_\_\_ this office, DATED: 6-16-98  
 DEPARTMENT OF ASSESSMENTS AND TAXATION  
 BY: \_\_\_\_\_ STATE DEPARTMENT OF ASSESSMENTS Custodian  
 This stamp replaces our previous certification system. Effective: 6/95

3780/347

ARTICLES OF MERGER  
OF

Effective 1/1/96

THE WHEELABRATOR CORPORATION  
and  
WHEELABRATOR CLEAN WATER INC.

12-29-95 10/20

WITH AND INTO

WHEELABRATOR CLEAN WATER SYSTEMS INC.

UNDER SECTION 3-102

OF

THE MARYLAND GENERAL CORPORATION LAW

(n/c on  
p. 2)

Wheelabrator Clean Water Systems Inc., a Maryland corporation, The Wheelabrator Corporation, a Delaware corporation, and Wheelabrator Clean Water Inc., a Delaware corporation, hereby make these Articles of Merger in accordance with the requirements of Section 3-109 of the General Corporation Law of Maryland and do hereby certify as follows:

1. Wheelabrator Clean Water Systems Inc. ("WCWS" sometimes referred to as the "Surviving Corporation"), The Wheelabrator Corporation ("TWC") and Wheelabrator Clean Water Inc. ("WCW") each agree that TWC and WCW shall merge with and into WCWS and that WCWS shall be the successor corporation in such merger (the "Merger"). TWC and WCW own no interest in any real property in the State of Maryland.

2. WCWS was incorporated in Maryland on August 31, 1978; its principal office in Maryland is located in Anne Arundel County. TWC was incorporated in Delaware on June 23, 1984, and WCW was incorporated in Delaware on December 27, 1985, and neither have principal offices located in Delaware.

3. The terms and conditions of the Merger set forth in these Articles of Merger were advised, authorized and approved by each corporation party hereto by the vote required by its charter and the Maryland General Corporation Law, and the General Corporation Law of Delaware. The terms and conditions of the merger were authorized and declared advisable by written consent of the Board of Directors of WCWS on January 1, 1996, and were approved by the stockholders of WCWS by unanimous written consent on January 1, 1996. The terms and conditions of the Merger were authorized and declared advisable by written consent of the Board of Directors of TWC and WCW on January 1, 1996, and were approved by the stockholders of TWC and WCW on January 1, 1996.

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4. Prior to the Merger, the total number of shares of stock that WCWS has authority to issue is 1,000 shares, all of which are Common Stock with a par value of \$1.00. Upon and after the Merger, the total number of shares that WCWS shall have authority to issue is 1,000, all of which are shares of Common Stock with a par value of \$1.00 per share, all of which are issued and outstanding.

5. The total number of shares that TWC has authority to issue is 1,000 shares, all of which are shares of Common Stock with a par value of \$1.00 per share, all of which are issued and outstanding.

The Total number of shares that WCW has authority to issue is 1,000 shares, all of which are shares of Common Stock with a par value of \$.01 per share, all of which are issued and outstanding.

6. WCWS, TWC and WCW have agreed to merge in accordance with the terms of an Agreement and Plan of Merger, dated as of January 1, 1996, by and between WCWS, TWC and WCW. In consummation of the Merger:

a. On the date of Merger all of the issued and outstanding shares of capital stock of TWC and WCW shall be cancelled, and no shares of WCWS shall be issued, or other consideration paid, in exchange therefor.

b. On the date of Merger the Articles of Incorporation of WCWS shall be amended as set forth below:

FIRST: The name of the corporation (hereinafter called the "corporation") is Wheelabrator Water Technologies Inc. ✓

The provisions of WCWS's Articles of Incorporation in effect immediately preceding the Merger, other than those set forth above, shall in no way be altered or repealed as a result of the Merger and shall be and remain provisions of the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed as provided for therein and under the Maryland General Corporation Law.

7. The name and address of the resident agent of the Surviving Corporation within the State of Maryland shall be The Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202.

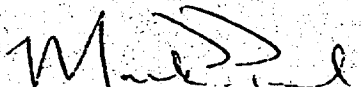
8. TWC and WCW own no property in the State of Maryland.

9. This Merger shall be effective on January 1, 1996. ✓


IN WITNESS WHEREOF, these Articles of Merger have been signed by each of WCWS TWC and WCW by its President, or Vice President, each such officer acknowledges the same to be the act of such corporation and the Secretary or an Assistant Secretary of each has attested to the execution and acknowledgment hereof.

WHEELABRATOR CLEAN WATER  
SYSTEMS INC.

Attested by:

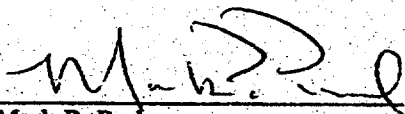


Mark P. Paul  
Vice President


  
Barbara Rindfleisch  
Assistant Secretary

THE WHEELABRATOR CORPORATION

Attested by:

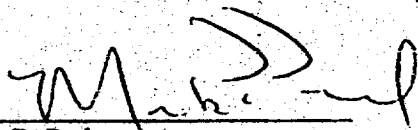


Mark P. Paul  
Vice President


  
Barbara Rindfleisch  
Assistant Secretary

WHEELABRATOR CLEAN WATER INC.

Attested by:



Mark P. Paul  
Vice President

  
Barbara Rindfleisch  
Assistant Secretary

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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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 MERGER, WHICH MERGES:

"WHEELABRATOR CLEAN WATER INC.", A DELAWARE CORPORATION,  
"THE WHEELABRATOR CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "WHEELABRATOR CLEAN WATER SYSTEMS INC." UNDER THE NAME OF "WHEELABRATOR WATER TECHNOLOGIES INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1995, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 1996.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2079727 8100M

010427087

AUTHENTICATION: 1319283

DATE: 08-29-01

TRADEMARK  
REEL: 002501 FRAME: 0420

State of Delaware  
Secretary of State

**CERTIFICATE OF MERGER  
OF  
THE WHEELABRATOR CORPORATION  
and  
WHEELABRATOR CLEAN WATER INC.  
INTO  
WHEELABRATOR CLEAN WATER SYSTEMS INC.**

\*\*\*\*\*

The undersigned corporation

**DOES HEREBY CERTIFY:**

**FIRST:** That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<b>NAME</b>	<b>STATE OF INCORPORATION</b>
Wheelabrator Clean Water Systems Inc.	Maryland
The Wheelabrator Corporation	Delaware
Wheelabrator Clean Water Inc.	Delaware

**SECOND:** That an Agreement and Plan 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 Wheelabrator Clean Water Systems Inc., which shall herewith be changed to Wheelabrator Water Technologies Inc., a Maryland corporation.

**FOURTH:** That the amendments or changes in the "Certificate of Incorporation" of Wheelabrator Clean Water Systems Inc., the surviving corporation, as are to be effected by the merger are as follows:

**FIRST:** The name of the corporation (hereinafter called the "corporation") is Wheelabrator Water Technologies Inc.

All other provisions of the surviving corporation's Articles of Incorporation in effect immediately preceding the Merger shall in no way be altered or repealed as a result of the Merger and shall be and remain provisions of the Articles of Incorporation of the Surviving Corporation.

**FIFTH:** The surviving corporation agrees that it may be served with process in the State of Delaware, and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any proceeding for the enforcement of any obligation of The Wheelabrator Corporation, Wheelabrator Clean Water Inc., or any obligation of the surviving corporation arising from the Merger. The address to which the Secretary of State may forward service of process is Liberty Lane, Hampton, New Hampshire 03842; Attention: General Counsel.

**SIXTH:** That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is Liberty Lane, Hampton, New Hampshire 03842.

**SEVENTH:** That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

**EIGHTH:** That the effective date of the merger shall be January 1, 1996.

Dated: January 1, 1996

WHEELABRATOR CLEAN WATER  
SYSTEMS INC.

By Mark P. Paul  
Mark P. Paul  
Vice President

ATTEST:

By Barbara Rindfleisch  
Barbara Rindfleisch  
Assistant Secretary