

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/20/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
PDS Associates, Inc.		12/20/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Waterworks, Inc.
Street Address:	60 Backus Avenue
City:	Danbury
State/Country:	CONNECTICUT
Postal Code:	06810
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 22**

Property Type	Number	Word Mark
Registration Number:	3249561	TM5
Serial Number:	78582532	WATERWORKS
Registration Number:	2976103	ARCHIVE
Registration Number:	2947930	CAMPUS
Registration Number:	2923173	ETESIAN
Registration Number:	2923172	CITRINE
Serial Number:	77046429	AQUALINEA
Registration Number:	2920516	AMÉLIE
Registration Number:	2881270	SAVOY
Registration Number:	2886150	ARCADIA
Registration Number:	2920483	MEDOC
Registration Number:	2881238	ARCHITECTONICS
Registration Number:	2982613	ADVANCE

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Registration Number:	2930260	METRIX
Registration Number:	2930259	EASTON
Registration Number:	1808477	ECHO
Registration Number:	1449508	ETOILE
Registration Number:	2219845	WATERWORKS
Registration Number:	2137138	COTTAGE
Registration Number:	2142420	NORFOLK
Registration Number:	2574814	WATERWORKS
Registration Number:	1122575	WATERWORKS

**CORRESPONDENCE DATA**

Fax Number: (617)523-1231

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 617.570.1292

Email: mrovner@goodwinprocter.com

Correspondent Name: Miriam J. Rovner, Senior Paralegal

Address Line 1: Goodwin Procter LLP

Address Line 2: Exchange Place, 53 State Street

Address Line 4: Boston, MASSACHUSETTS 02109

ATTORNEY DOCKET NUMBER:	103960-136575
NAME OF SUBMITTER:	Miriam J. Rovner
Signature:	/mjr/
Date:	06/26/2007

**Total Attachments: 5**

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# Delaware

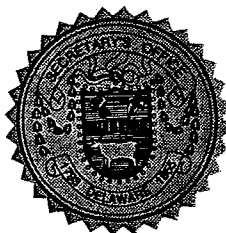
PAGE 1

*The First State*

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:

"WW MERGER CORP.", A DELAWARE CORPORATION,  
WITH AND INTO "PDS ASSOCIATES, INC." UNDER THE NAME OF  
"WATERWORKS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2005, AT 3:33 O'CLOCK  
P.M.

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



3778761 8100M

051042896

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4389953

DATE: 12-20-05

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:37 PM 12/20/2005  
FILED 03:33 PM 12/20/2005  
SRV 051042896 - 3778761 FILE

**CERTIFICATE OF MERGER  
MERCING  
WW MERGER CORP.  
WITH AND INTO  
PDS ASSOCIATES, INC.**

Under Section 251 of the General Corporation Law of the State of Delaware

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), PDS Associates, Inc., a Delaware corporation (the "Company"), in connection with the merger of WW Merger Corp., a Delaware corporation ("Merger Sub"), with and into the Company (the "Merger"), hereby certifies as follows:

FIRST: The names and states of incorporation of the constituent corporations to the Merger (the "Constituent Corporations") are:

<u>Name</u>	<u>State of Incorporation</u>
PDS Associates, Inc.	Delaware
WW Merger Corp.	Delaware

SECOND: An Agreement and Plan of Merger, dated as of November 23, 2005, among Waterworks Holding Corp., Merger Sub and the Company (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Sections 228 and 251 of the DGCL.

THIRD: The Company shall be the surviving corporation of the Merger. The new name of the surviving corporation shall be "Waterworks, Inc." (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation is hereby amended and restated in its entirety as shown on Exhibit A attached hereto.

FIFTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: An executed copy of the Merger Agreement is on file at the office of the surviving corporation located at 60 Backus Avenue, Danbury, CT 06810. A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

\* \* \*

IN WITNESS WHEREOF, this Certificate of Merger has been executed on this 20<sup>th</sup> day  
of December, 2005.

FDS ASSOCIATES, INC.

By: 

Name: A. Peter Sallick

Title: President and Chief Executive  
Officer

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Exhibit A

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION

OF

WATERWORKS, INC.

FIRST: The name of the Corporation is Waterworks, Inc.

SECOND: The address of its registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808, County of New Castle. The name of its registered agent for service of process in the State of Delaware at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as from time to time amended.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 100, all of which shares shall be Common Stock having a par value of \$.001.

FIFTH: In furtherance and not in limitation of the powers conferred by law, subject to any limitations contained elsewhere in this Certificate of Incorporation, by-laws of the Corporation may be adopted, amended or repealed by a majority of the board of directors of the Corporation, but any by-laws adopted by the board of directors may be amended or repealed by the stockholders entitled to vote thereon. Election of directors need not be by written ballot.

SIXTH: (a) A director of the Corporation shall not be personally liable either to the Corporation or to any stockholder for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, or (ii) for acts or omissions which are not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for any matter in respect of which such director shall be liable under Section 174 of Title 8 of the General Corporation Law of the State of Delaware or any amendment thereto or successor provision thereto, or (iv) for any transaction from which the director shall have

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derived an improper personal benefit. Neither amendment nor repeal of this paragraph (a) nor the adoption of any provision of the Certificate of Incorporation inconsistent with this paragraph (a) shall eliminate or reduce the effect of this paragraph (a) in respect of any matter occurring, or any cause of action, suit or claim that, but for this paragraph (a) of this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

(b) The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to, or testifies in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent permitted by law, and the Corporation may adopt By-laws or enter into agreements with any such person for the purpose of providing for such indemnification.

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