

RECORDATION FORM COVER SHEET

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01-08-1999

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



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

100937541

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Wheelator Clean Water Inc.
 individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other

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

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

Execution Date: June 24 and June 26, 1998

2. Name and address of receiving party(ies)
Name: Wheelabrator Water Technologies Inc.
Internal Address:
Street Address: 4 Liberty Lane West, Hampton, NH
03842

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State 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) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,741,137

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence Concerning document should be mailed:

Name: Peter C. Lando
Address: WOLF, GREENFIELD & SACKS, P.C.
Federal Reserve Plaza
600 Atlantic Avenue
Boston, MA 02210

6. Total number of applications and registrations involved: [1]

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge:

8. Deposit Account No: 23/2825

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

Name of Person Signing

Signature

December 24, 1998

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

State of Delaware
Office of the Secretary of State

PAGE 1

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 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.

2079727 8100M

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9302335

DATE: 09-15-98

TRADEMARK
REEL: 1837 FRAME: 0114

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:

NAME	STATE OF INCORPORATION
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
Vice President

ATTEST:

By 
Barbara Rindfleisch
Assistant Secretary