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



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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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 [x] Corporation-State Delaware [ ] Other Additional name(s) of conveying party(ies) attached? [x] Yes [ ] No

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 [x] Corporation-State Maryland [ ] Other

3. Nature of conveyance: [ ] Assignment [x] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: December 28, 1995

If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] yes [x] no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [ ] Yes [x] No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,776,228 Additional numbers attached? [ ] Yes [x] No

6. Total number of applications and registrations involved: [1] 7. Total fee (37 CFR 3.41): \$ 40.00 [x] Enclosed [ ] Authorized to be charged to deposit account The Commissioner is authorized to charge: 8. Deposit Account No: 23/2825

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

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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 Signature June 15, 1999 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.



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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: 001917 FRAME: 0372

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