



11-01-1999

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HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

S. Patent & TMO/fo/TM Mail PoptDt. #66



MRD 11/1/99
Tab settings

101203353

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

1. Name of conveying party(ies):
BIO GRO SYSTEMS, INC.
180 Admiral Cochrane Drive
Suite 305
Annapolis, MD 21401

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 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: January 3, 1996

2. Name and address of receiving party(ies)
WHEELABRATOR WATER
Name: TECHNOLOGIES INC.

Internal Address: _____

Street Address: 1110 Benfield Boulevard

City: Millersville State: MD ZIP: 21108

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,814,271
1,815,282

Additional numbers attached? Yes No

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

Name: John R. Mattingly

Internal Address: BEALL LAW OFFICES

Street Address: 104 E. Hume Avenue

City: Alexandria State: VA ZIP: 22301

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
02-1540

(Attach duplicate copy of this page if paying by deposit account)

1/18/1999 BSHUYEN 00000133 1814271

1 FC:481 40.00 OP
 2 FC:482 25.00 OP

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.

John R. Mattingly
Name of Person Signing

John R. Mattingly
Signature

November 1, 1999
Date

Total number of pages including cover sheet, attachments, and document:

STATE OF MARYLAND 275029



11-01-1999

S. Patent & TMO/ TM Mail Ropt Dt. #66

DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

DATE: MARCH 01, 1994

THIS IS TO ADVISE YOU THAT THE ARTICLES OF MERGER WITH A NAME CHANGE FOR BIO GRO SYSTEMS, INC. (MD)-SURVIVOR CHANGING ITS NAME TO WHEELABRATOR CLEAN WATER SYSTEMS INC. AND ARIZONA SOILS COMPOSTING, INC. (AZ) AND 9 OTHER OUT-OF-STATE CORPORATIONS-MERGING OUT WERE RECEIVED AND APPROVED FOR RECORD ON FEBRUARY 25, 1994 AT 10:35 AM.

FEE PAID: 50.00



PAUL B. ANDERSON
CORPORATE ADMINISTRATOR

ATS-031

032

STATE OF MARYLAND

Exhibit A

277175

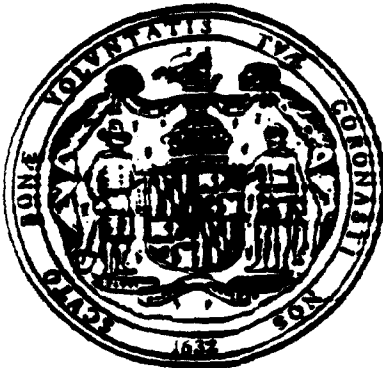
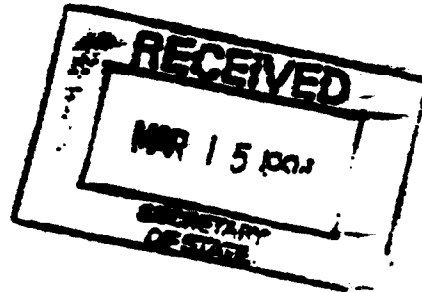
DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, GLORIA J. WATSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR THE RIGHT OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT

ARTICLES OF MERGER MERGING ARIZONA SOILS COMPOSTING, INC. (AND 7 OTHER FOREIGN CORPORATIONS) (AZ CORPORATION) INTO BIG GRD SYSTEMS, INC. (A MD CORPORATION) (SURVIVOR) WERE RECEIVED AND APPROVED FOR RECORD ON FEBRUARY 25, 1994 AT 10:35 A.M. ARTICLES OF AMENDMENT OF BIG GRD SYSTEMS, INC. CHANGING ITS NAME TO WHEELABRATOR CLEAN WATER SYSTEMS, INC. WERE RECEIVED AND APPROVED ON FEBRUARY 25, 1994.



IN WITNESS WHEREOF, I HAVE HERETO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 11TH DAY OF MARCH, 1994.

Gloria J. Watson
GLORIA J. WATSON
OFFICE SUPERVISOR II

ATS-031

ARTICLES OF MERGER
OF
ARIZONA SOILS COMPOSTING, INC.
ALLGRO, INC.

2/25/94 10:35

IPS INTERNATIONAL, INC.
INTERNATIONAL PROCESS SYSTEMS, INC.
IPS POMPANO INC.
IPS ROCHESTER INC.
IPS STERLING INC.
IPS TORRINGTON INC.
WITH AND INTO
BIO GRO SYSTEMS, INC.
UNDER SECTION 3-102
OF

THE MARYLAND GENERAL CORPORATION LAW

Bio Gro Systems, Inc., a Maryland corporation, and Arizona Soils Composting, Inc., an Arizona corporation, AllGro, Inc., a Delaware corporation, IPS International, Inc., a Delaware corporation, International Process Systems, Inc., a Delaware corporation, IPS Pompano Inc., a Delaware corporation, IPS Rochester Inc., a Delaware corporation, IPS Sterling Inc., a Delaware corporation, and IPS Torrington 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. Bio Gro Systems, Inc. ("Bio Gro" sometimes referred to as the "Surviving Corporation"), and Arizona Soils Composting, Inc. ("Arizona Composting"), AllGro, Inc. ("AllGro"), IPS International, Inc. ("IPS International"), International Process Systems, Inc. ("IPS"), IPS Pompano Inc. ("Pompano"), IPS Rochester Inc. ("Rochester"), IPS Sterling Inc. ("Sterling"), and IPS Torrington Inc. ("Torrington") each agree that Arizona Composting, AllGro, IPS International, IPS, Pompano, Rochester, Sterling and Torrington shall merge with and into Bio Gro and that Bio Gro shall be the successor corporation in such merger (the "Merger"). Arizona Composting, AllGro, IPS International, IPS, Pompano, Rochester, Sterling and Torrington own no interest in any real property in the State of Maryland.

2. Bio Gro was incorporated in Maryland on August 31, 1978; its principal office in Maryland is located in Anne Arundel County. Arizona Soils was incorporated in Arizona on March 18, 1992, AllGro was incorporated in Delaware on October 28, 1988, IPS International was incorporated in Delaware on March 10, 1989, IPS was incorporated in Delaware on December 10, 1987, Pompano was incorporated in Delaware on June 4, 1993, Rochester was incorporated in Delaware on June 4, 1993, Sterling was incorporated in Delaware on June 4, 1993, Torrington was incorporated in Delaware on June 4, 1993 and none have

RECORDED

350 2575

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: 3-30-94 11

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature]
This stamp replaces our previous certification system. Effective: 10/84

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, the Arizona Business Corporation Act 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 Bio Gro on January 1, 1994, and were approved by the stockholders of Bio Gro by unanimous written consent on January 1, 1994. The terms and conditions of the Merger were authorized and declared advisable by written consent of the Board of Directors of Arizona Soils, AllGro, IPS International, IPS, Pompano, Rochester, Sterling and Torrington on January 1, 1994, and were approved by the stockholders of Arizona Soils, AllGro, IPS International, IPS, Pompano, Rochester, Sterling and Torrington on January 1, 1994.

4. Prior to the Merger, the total number of shares of stock that Bio Gro 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 Bio Gro 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 Arizona Soils has authority to issue is 100,000 shares, all of which are shares of Common Stock with a par value of \$1.00 per share, 1,000 of which are issued and outstanding.

The total number of shares that AllGro has authority to issue is 1,000 shares, all of which are shares of Common Stock with a par value of \$.01 per share, 900 of which are issued and outstanding.

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

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

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

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

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

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

6. Bio Gro, Arizona Soils, AllGro, IPS International, IPS, Pompano, Rochester, Sterling and Torrington have agreed to merge in accordance with the terms of an Agreement and Plan of Merger, dated as of January 1, 1994, among Bio Gro, Arizona Soils, AllGro, IPS International, IPS, Pompano, Rochester, Sterling and Torrington. In consummation of the Merger:

a. On the date of Merger all of the issued and outstanding shares of capital stock of each of Arizona Soils, AllGro, IPS International, Pompano, Rochester, Sterling and Torrington shall be cancelled, and no shares of Bio Gro shall be issued, or other consideration paid, in exchange therefor.

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

FIRST: The name of the corporation (hereinafter called the "corporation") is Wheelabrator Clean Water Systems Inc. ←

The provisions of Bio Gro'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 orated , 32 South Street, Baltimore, Maryland 21202.


8. Arizona Soils, AllGro, IPS International, IPS, Pompano, Rochester, Sterling and Torrington own no property in the State of Maryland.

9. This Merger shall be effective on the date of filing in the State of Maryland. The effective date for accounting purposes only shall be January 1, 1994.

IN WITNESS WHEREOF, these Articles of Merger have been signed by each of Bio Gro, Arizona Soils, AllGro, IPS International, IPS, Pompano, Rochester, Sterling and Torrington 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.

BIO GRO SYSTEMS, INC.

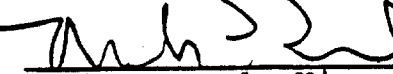
Attested by:


Mark P. Paul, Vice President


Barbara Rindfleisch, Asst. Sec'y

ARIZONA SOILS COMPOSTING, INC.


Attested by:


Mark P. Paul, Vice President


Barbara Rindfleisch, Asst. Sec'y

ALLGRO, INC.

Attested by:


Mark P. Paul, Vice President


Barbara Rindfleisch, Asst. Sec'y

IPS INTERNATIONAL, INC.

Attested by:


Mark P. Paul, Vice President


Barbara Rindfleisch, Asst. Sec'y

INTERNATIONAL PROCESS SYSTEMS, INC.

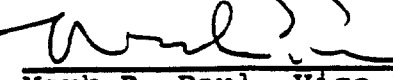
Attested by:


Mark P. Paul, Vice President


Barbara Rindfleisch, Asst. Sec'y

IPS POMPANO INC

Attested by:


Mark P. Paul, Vice President


Barbara Rindfleisch, Asst. Sec'y

IPS ROCHESTER INC.

Attested by:


Mark P. Paul, Vice President


Barbara Rindfleisch, Asst. Sec'y

IPS STERLING INC.

Attested by:

Mark P. Paul
Mark P. Paul, Vice President

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y

IPS TORRINGTON INC.

Attested by:

Mark P. Paul
Mark P. Paul, Vice President

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y

VERIFICATION: I hereby verify under penalty of perjury that the matters and facts with respect to the authorization and approval of the Merger transpired as set forth in these Articles of Merger.

BIO GRO SYSTEMS, INC.

ARIZONA SOILS COMPOSTING, INC.

Mark P. Paul
Mark P. Paul, Vice President

Mark P. Paul
Mark P. Paul, Vice President

ALLGRO, INC.

IPS INTERNATIONAL, INC.

Mark P. Paul
Mark P. Paul, Vice President

Mark P. Paul
Mark P. Paul, Vice President

INTERNATIONAL PROCESS SYSTEMS, INC.

IPS POMPANO INC.

Mark P. Paul
Mark P. Paul, Vice President

Mark P. Paul
Mark P. Paul, Vice President

IPS ROCHESTER INC.

IPS STERLING INC.

Mark P. Paul
Mark P. Paul, Vice President

Mark P. Paul
Mark P. Paul, Vice President

IPS TORRINGTON INC.

Mark P. Paul
Mark P. Paul, Vice President

AGREEMENT AND PLAN OF MERGER

The Agreement and Plan of Merger is made and entered into this 1st day of January, 1994 by and between Bio Gro Systems, Inc., a Maryland corporation ("Bio Gro" or the "Surviving Corporation"), Arizona Soils Composting, Inc., an Arizona corporation ("Arizona"), AllGro, Inc., a Delaware corporation ("AllGro"), IPS International, Inc., a Delaware corporation ("IPS International"), International Process Systems, Inc., a Delaware corporation ("IPS"), IPS Pompano Inc., a Delaware corporation ("Pompano"), IPS Rochester Inc., a Delaware corporation ("Rochester"), IPS Sterling Inc., a Delaware corporation ("Sterling") and IPS Torrington Inc., a Delaware corporation ("Torrington"). Bio Gro, Arizona, AllGro, IPS International, IPS, Pompano, Rochester, Sterling and Torrington are sometimes referred to herein collectively as the "Constituent Corporations."

WHEREAS, Bio Gro has an authorized capital of 1,000 shares of common stock, par value \$1.00, all of which are issued to Wheelabrator Clean Water Systems Inc., a Delaware corporation ("WCWS");

WHEREAS, Arizona has an authorized capital of 100,000 shares of common stock, par value \$1.00, 1,000 of which are issued and outstanding and owned by WCWS;

WHEREAS, AllGro has an authorized capital of 1,000 shares of common stock, par value \$.01, 900 of which are issued and outstanding and owned by IPS International;

WHEREAS, IPS International has an authorized capital of 1,000 shares of common stock, par value \$1.00, all of which are issued to WCWS;

WHEREAS, IPS has an authorized capital of 1,000 shares of common stock, par value \$1.00, all of which are issued to IPS International;

WHEREAS, Pompano has an authorized capital of 1,000 shares of common stock, par value \$1.00, all of which are issued to IPS;

WHEREAS, Rochester has an authorized capital of 1,000 shares of common stock, par value \$1.00, all of which are issued to IPS;

WHEREAS, Sterling has an authorized capital of 1,000 shares of common stock, par value \$1.00, all of which are issued to IPS;

WHEREAS, Torrington has an authorized capital of 1,000 shares of common stock, par value \$1.00, all of which are issued to IPS;

WHEREAS, the respective laws of the State of Maryland, Arizona and Delaware permit the merger of a domestic corporation with a corporation organized under the laws of another State;

WHEREAS, the respective boards of directors of the Constituent Corporations deem it advisable and in the best interests of their respective corporations and stockholders that each of Arizona, AllGro, IPS International, IPS, Pompano, Rochester, Sterling and Torrington respectively merge with and into Bio Gro as provided for herein (the "Merger"); and

WHEREAS, the respective boards of directors of the Constituent Corporations, by resolutions duly adopted, have approved this Agreement and Plan of Merger.

NOW THEREFORE, in consideration of the mutual agreements herein contained and for the purpose of prescribing the terms and provisions of the Merger, the Constituent Corporations agree as follows:

1. The Merger. In accordance with The Maryland General Corporation Law, and the laws of the States of Arizona and Delaware, each of Arizona, AllGro, IPS International, IPS, Pompano, Rochester, Sterling and Torrington shall be merged with and into Bio Gro, and the separate corporate existence of each of Arizona, AllGro, IPS International, Pompano, Rochester, Sterling and Torrington shall cease. Bio Gro shall be the surviving corporation. The effective date for accounting purposes only shall be January 1, 1994.

2. Effect on Shares. On the date of Merger all of the issued and outstanding shares of capital stock of each of Arizona, AllGro, IPS International, Pompano, Rochester, Sterling and Torrington shall be cancelled, and no shares of Bio Gro shall be issued, or other consideration paid, in exchange therefor.

3. Articles of Incorporation. On the date of Merger the Articles of Incorporation of Bio Gro shall be amended as set forth below.

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

The provisions of Bio Gro'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.

4. Bylaws. The Bylaws of Bio Gro 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 the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as provided for therein and under The Maryland General Corporation Law.

5. Directors and Officers. The directors and officers of Bio Gro immediately prior to the Merger shall, when the Merger becomes effective, constitute the board of directors and officers, respectively, of the Surviving Corporation and each shall hold office for the term for which he or she was previously elected and until his or her successor is elected or appointed and qualified or until his or her earlier death, resignation or removal.

6. Rights and Obligations. On the date of Merger all of the property, rights, privileges, powers, franchises and obligations of each of Arizona, AllGro, IPS International, IPS, Pompano, Rochester, Sterling and Torrington shall be vested in and become those of Bio Gro.

7. Service of Process. 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 AllGro, IPS International, IPS, Pompano, Rochester, Sterling or Torrington, 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, NH 03842; Attention: General Counsel.

The Surviving Corporation agrees that it may be served with process in the State of Arizona, and irrevocably appoints the Corporation Commission of Arizona as its agent to accept service of process in any proceeding for the enforcement of any obligation of Arizona Soils Composting, Inc., or any obligation of the Surviving Corporation arising from the Merger. The address to which the Corporation Commission of Arizona may forward service of process is Liberty Lane, Hampton, NH 03842; Attention: General Counsel.

8. Effective Time. This Agreement and Plan of Merger shall be submitted to the shareholders of each of the Constituent Corporations at meetings separately called for that purpose, or for action by consent in lieu of a meeting as authorized by law. After the approval of this Agreement and Plan of Merger by the requisite vote or consent of such shareholders and the execution, acknowledgement, filing, issuance and recording of such documents as may be required under the respective laws of Maryland, Delaware and Arizona, the Merger shall become effective. Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger and the Merger contemplated hereby may be terminated and

abandoned, without action by the shareholders of any Constituent Corporation, at any time before the filing of the Articles of Merger in the office of the Maryland Secretary of State, by action of the boards of directors of all Constituent Corporations.

9. Governing Law. The Surviving Corporation shall exist under and be governed by the laws of the State of Maryland.

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IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement and Plan of Merger to be executed by its duly authorized officer as of the date first written above.

BIO GRO SYSTEMS, INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y

ARIZONA SOILS COMPOSTING,
INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y

ALLGRO, INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y

IPS INTERNATIONAL, INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y

INTERNATIONAL PROCESS
SYSTEMS, INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y

IPS POMPANO INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Assistant Secretary

IPS ROCHESTER INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y

IPS STERLING INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y

IPS TORRINGTON INC.

Mark P. Paul
Mark P. Paul, Vice President

Attested by:

Barbara Rindfleisch
Barbara Rindfleisch, Asst. Sec'y



11-01-1999

U.S. Patent & TMO/TM Mail Rpt Dt. #66

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.) SURVIVOR
 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	\$ _____

00907717

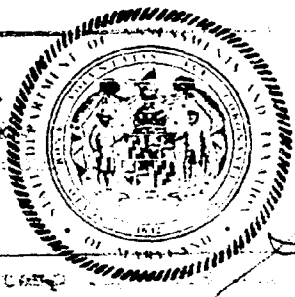
IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
 BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

THE CORPORATION TRUST
 INCORPORATED
 32 SOUTH STREET
 BALTIMORE MD 21202

13103095307

A 500000

4
12-23-95



RECORDED IN THE RECORDS OF THE
 STATE DEPARTMENT OF ASSESSMENTS
 AND TAXATION OF MARYLAND IN LIBERTY LODGE
Gloria Johnson

BY: _____
 This sum of _____

3780-347

STATE OF MARYLAND

414402

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

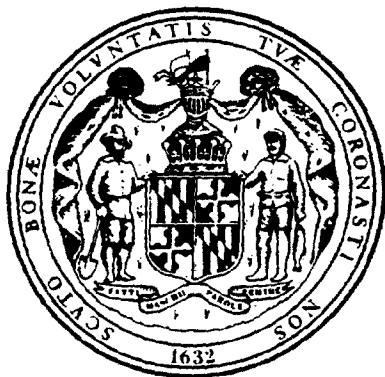
301 West Preston Street Baltimore, Maryland 21201

DATE: JANUARY 03, 1996

THIS IS TO ADVISE YOU THAT THE ARTICLES OF MERGER WITH A NAME CHANGE FOR WHEELABRATOR CLEAN WATER SYSTEMS INC. (MD)-SURVIVOR CHANGING TO WHEELABRATOR WATER TECHNOLOGIES INC. AND THE WHEELABRATOR CORPORATION (DE) AND WHEELABRATOR CLEAN WATER INC. (DE)-MERGING OUT (EFFECTIVE DATE: 1-1-96) WERE RECEIVED AND APPROVED FOR RECORD ON DECEMBER 29, 1995 AT 10:12 AM.

FEE PAID:

79.00



JOSEPH V. STEWART
CHARTER SPECIALIST

AT5-031

TRADEMARK
REEL: 001990 FRAME: 0372

Effective 1/1/96

ARTICLES OF MERGER
OF

THE WHEELABRATOR CORPORATION
and
WHEELABRATOR CLEAN WATER INC.

12-29-95 10/20/96

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 22, 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.

RECEIVED
JAN 29 1996
STATE DEPT. OF ASSESSMENTS AND TAXATION

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 3 page document on file in this office. DATED: 1-2-96

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: *[Signature]*, Custodian

This stamp replaces our previous certification system. Effective: 6/95

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:



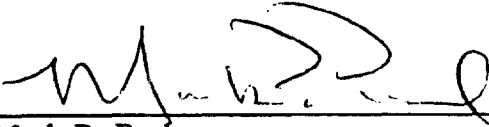
Mark P. Paul
Vice President



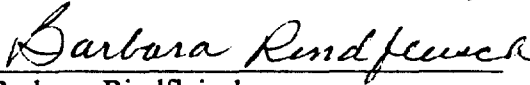
Barbara Rindfleisch
Assistant Secretary

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



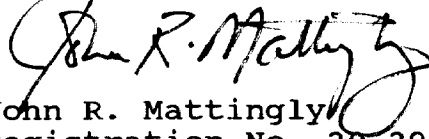
Barbara Rindfleisch
Assistant Secretary

Registration No.: 1,814,271
Registration No.: 1,815,282

BGS-2-TM
BGS-4-TM

Please charge any additional fees or credit any over-
payment to Deposit Account No. 02-1540. A duplicate copy of
this sheet is attached for that purpose.

Respectfully submitted,



John R. Mattingly
Registration No. 20,293
Attorney for Applicants

BEALL LAW OFFICES
104 East Hume Avenue
Alexandria, Virginia 22301
(703) 684-1120
November 1, 1999