



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

981357253

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

Edward J. Freel, Secretary of State

9302335

AUTHENTICATION:

DATE: 09-15-98

TRADEMARK

REEL: 002033 FRAME: 0350

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corporation's Articles of Incorporation in effect immediately preceding the Merger shall in no way be altered or repealed as a result of the Merger and shall be and remain provisions of the Articles of Incorporation of the Surviving Corporation.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

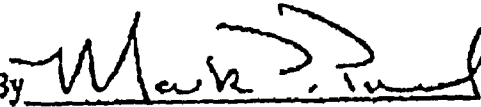
SIXTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is Liberty Lane, Hampton, New Hampshire 03842.

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

**NOTARIAL CERTIFICATE**

Commonwealth of Massachusetts    )  
  ) ss.  
County of Middlesex                    )

I, Kimberly A. Atwood, hereby certify that the attached document is a true and correct copy of the Trademark Assignment executed by Damian C. Georgino, Attorney for Wheelabrator Water Technologies, Inc., and Michael Welch, Assistant Treasurer for United States Filter Corporation, assigning Wheelabrator Water Technologies, Inc.'s entire right, title and interest to the trademark registrations and applications noted on the Schedule.

Kimberly A. Atwood  
Kimberly A. Atwood  
Notary Public  
My Commission Expires: 10/27/00

