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FOI (Rev) U.S. Patent & TMOfo/TM Mail Rcpt Dt. #11 OMB No. 0651-0011 (exp. 4/94)

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): THE WHEELABRATOR CORPORATION
2. Name and address of receiving party(ies) Name: WHEELABRATOR WATER TECHNOLOGIES INC.
3. Nature of conveyance: [X] Merger
Execution Date: December 23, 1997

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 993.371
Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence Concerning document should be mailed:
Name: Thomas G. Field III, Peter C. Lando
Address: WOLF, GREENFIELD & SACKS, P.C.
6. Total number of applications and registrations involved: [1]
7. Total fee (37 CFR 3.41).....\$ 40.00
8. Deposit Account No: 500214

12/19/2000 DNGUYEN 00000119 500214 993371 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 Date November 16, 2000

Total number of pages including cover sheet, attachments, and document: [5]
Mail documents to be recorded with required cover sheet information to:
Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C. 20231

ARTICLES OF MERGER

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: 01/01/96)

ORGANIZATION AND
CAPITALIZATION FEE PAID

RECORDING
FEE PAID

SPECIAL
FEE PAID

\$ _____

\$ 29.00

\$ _____

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

SECRETARY OF MARYLAND

I hereby certify this is a true and complete copy of this instrument
page designated as the official record of this office. *12-29-95*
BY: *[Signature]* Custodian
This step *[Signature]* Effective: 6/95
STATE DEPARTMENT OF ASSESSMENTS



AND TAXATION OF MARYLAND IN LIBER. FOUR.

Effective 1/1/96

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ARTICLES OF MERGER
OF

THE WHEELABRATOR CORPORATION
and
WHEELABRATOR CLEAN WATER INC.

12-29-95 10/12a

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.

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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.

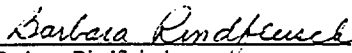
9. This Merger shall be effective on January 1, 1996. ✓

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:

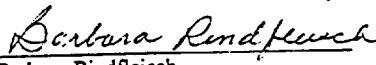

Mark P. Paul
Vice President


Barbara Rindfleisch
Assistant Secretary

THE WHEELABRATOR CORPORATION


Attested by:

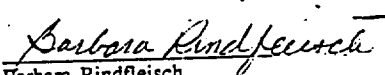

Mark P. Paul
Vice President


Barbara Rindfleisch
Assistant Secretary

WHEELABRATOR CLEAN WATER INC.

Attested by:


Mark P. Paul
Vice President


Barbara Rindfleisch
Assistant Secretary