

03-28-2001

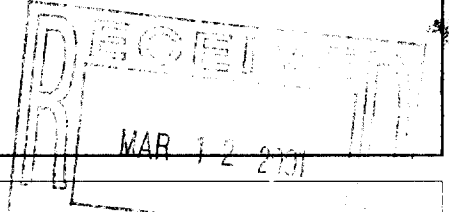
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FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Wheelabrator Clean Water Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: January 1, 1996</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Wheelabrator Water Technologies Inc. Internal Address: _____ Street Address: 4 Liberty Lane Hampton, NH 03842</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State of Maryland _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input type="checkbox"/> no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) 909,409</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Peter C. Lando, Esq. Address: WOLF, GREENFIELD & SACKS, P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210</p>	<p>6. Total number of applications and registrations involved:..... [1]</p> <p>7. Total fee (37 CFR 3.41).....\$ 40.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Please charge to Deposit Order Account 500214</p>
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03/27/2001 DBYRNE 00000102 500214 909409 DO NOT USE THIS SPACE
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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 _____ **Peter C. Lando** _____ **8 March 2001**
Name Signature Date

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

Effective 1/1/96

ARTICLES OF MERGER
OF

THE WHEELABRATOR CORPORATION
and
WHEELABRATOR CLEAN WATER INC.

12-29-95

10/20

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.

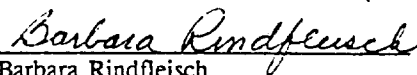
9. This Merger shall be effective on January 1, 1996. ✓

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

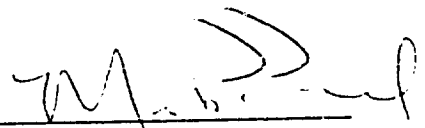
Attested by:



Mark P. Paul
Vice President


Barbara Rindfleisch
Assistant Secretary

WHEELABRATOR CLEAN WATER INC.

Attested by:


Mark P. Paul
Vice President


Barbara Rindfleisch
Assistant Secretary

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: 01/01/96)

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

131C3095307



STATE OF MARYLAND A 509890

This is a true and complete copy of the
RECORDED IN THE RECORDS OF THE
OFFICE OF THE CLERK OF THE
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

DEPARTMENT OF ASSESSMENTS AND TAXATION

is stamp replaces our previous certification system. Custodi
effective: 6/

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