

4/6/01

FORM PTO-1594
1-31-92

04-23-2001



S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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101682845

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

1. Name of conveying party(ies):
Water Specialties Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 Other _____

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
Name: McCrometer, Inc.
Internal Address: _____
Street Address: 3255 West Stetson Avenue
City: Hemet State: CA ZIP: 92545

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 21, 2000

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 registration number(s):
 A. Trademark Application No.(s)

B. Trademark registration No.(s)
1,380,191 and 2,176,267

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Greer, Burns & Crain, Ltd.
 Internal Address: Thomas R. Juettner

 Street Address: 300 South Wacker Drive
Suite 2500
 City: Chicago State: IL ZIP: 60606

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 VISA

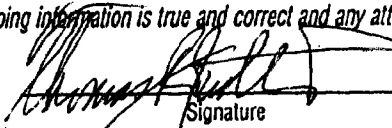
8. ~~Deposit account number~~ Form PTO 2038 attached.
~~_____~~

DO NOT USE THIS SPACE

04/19/2001 6TON11 00000107 1380191

01 FC:481 40.00 OP
 02 FC:482 25.00 OP

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.

Thomas R. Juettner  04/05/01
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 5

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011).

TRADE MARK
 REEL: 002276 FRAME: 0291

CERTIFICATE OF MERGER

OF

WATER SPECIALTIES CORPORATION
(a California corporation)

AND

MCCROMETER, INC.
(a Delaware corporation and the Surviving Corporation)

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Water Specialties Corporation, which is incorporated under the laws of the State of California; and
 - (ii) McCrometer, Inc., which is incorporated under the laws of the State of Delaware.
2. A Plan and Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Water Specialties Corporation in accordance with the laws of the State of its incorporation and by McCrometer, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is McCrometer, Inc., (the "Surviving Corporation") which will continue its existence as the Surviving Corporation under its present name upon the effective date of the merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of McCrometer, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Plan and Agreement of Merger between the constituent corporations is on file at an office of the Surviving Corporation, the address of which is 3255 West Stetson Avenue, Hemet, California 92545-7799.
6. A copy of the Plan and Agreement of Merger will be furnished by the

Surviving Corporation, on request and without cost, to any stockholder of each of the constituent corporations.

7. The authorized capital stock of Water Specialties Corporation consists of 75,000 shares, all of which are of one class, with a par value of \$10.00 per share.

8. The Plan and Agreement of Merger between the constituent corporations provides that the merger herein certified shall be effective on December 31, 2000 insofar as the General Corporation Law of the State of Delaware shall govern the effective date.

Dated: December 14, 2000

MCCROMETER, INC.

BY: 

James H. Ditkoff, Vice President

Dated: December , 2000

WATER SPECIALTIES CORPORATION

BY: _____

Kerry McCall, President

Surviving Corporation, on request and without cost, to any stockholder of each of the constituent corporations.

7. The authorized capital stock of Water Specialties Corporation consists of 75,000 shares, all of which are of one class, with a par value of \$10.00 per share.

8. The Plan and Agreement of Merger between the constituent corporations provides that the merger herein certified shall be effective on December 31, 2000 insofar as the General Corporation Law of the State of Delaware shall govern the effective date.

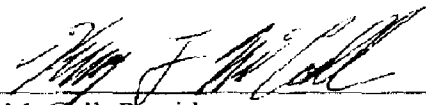
Dated: December 14, 2000

MCCROMETER, INC.

BY: _____
James H. Ditkoff, Vice President

Dated: December 17, 2000

WATER SPECIALTIES CORPORATION

BY: 
Kerry McCall, President

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, 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:

"WATER SPECIALTIES CORPORATION", A CALIFORNIA CORPORATION, WITH AND INTO "MCCROMETER, INC." UNDER THE NAME OF "MCCROMETER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1050815

010152906

DATE: 03-28-01

RECORDED: 04/06/2001

TRADEMARK
REEL: 002276 FRAME: 0295