

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/21/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Applied Process Technology, Inc.		07/21/2009	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Aptwater, Inc.
Street Address:	3333 Vincent Road, Suite 222
City:	Pleasant Hill
State/Country:	CALIFORNIA
Postal Code:	94523
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	3503810	PULSEOX
Registration Number:	3507232	HIPOX
Registration Number:	3447193	CLEAN WATER. NO WASTE.
Registration Number:	3411618	APPLIED

CORRESPONDENCE DATA

Fax Number: (206)359-9000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 206.359.8000
 Email: pctrademarks@perkinscoie.com
 Correspondent Name: Grace Han Stanton
 Address Line 1: 1201 Third Avenue, Suite 4800
 Address Line 4: SEATTLE, WASHINGTON 98101-3099

ATTORNEY DOCKET NUMBER:	64524.4000.0000.GX55
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900148357

**TRADEMARK
 REEL: 004101 FRAME: 0506**

CH \$115.00 3503810

NAME OF SUBMITTER:	Richard R. Ronald
Signature:	/Richard R. Ronald/
Date:	11/23/2009
Total Attachments: 4 source=Certificate of Merger - DE#page1.tif source=Certificate of Merger - DE#page2.tif source=Certificate of Merger - DE#page3.tif source=Certificate of Merger - DE#page4.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

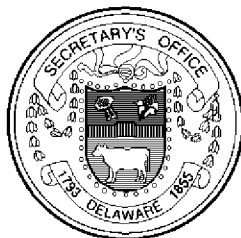
"APPLIED PROCESS TECHNOLOGY, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "APTWATER, INC." UNDER THE NAME OF "APTWATER, 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 JULY, A.D. 2009, AT 10:16 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4701380 8100M

090716862



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7431461

DATE: 07-22-09

TRADEMARK
REEL: 004101 FRAME: 0508

**CERTIFICATE OF MERGER
OF APPLIED PROCESS TECHNOLOGY, INC.
INTO APTWATER, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Applied Process Technology, Inc.	California
Aptwater, 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 Aptwater, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Aptwater, Inc., a Delaware corporation which is surviving the merger, as amended, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 3329 Vincent Road, Pleasant Hill, California 94523.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of Applied Process Technology, Inc. is as follows: (A) 289,489,072 shares of Common Stock, of which 138,276,220 shares are designated "Class 1 Common," none of which are outstanding, 68,101,426 shares of which is designated "Class 2 Common," none of which are outstanding, 68,101,426 shares of which are designated "Class 3 Common," none of which are outstanding, and 15,000,000 shares of which are designated "New Common Stock," 10,759,012 shares of which are issued and outstanding immediately prior to the effectiveness of this Certificate of Merger; and (B) 163,278,196 shares of Preferred Stock, 1,400,000 of which are designated "Series A Preferred Stock," none of which are outstanding, 4,233,780 shares of which are designated "Series B Preferred Stock," none of which are outstanding, 2,539,811 shares of which are designated "Series C Preferred Stock," none of which are outstanding, 16,838,385 shares of which are designated "Series D Preferred

Stock,” none of which are outstanding, and 138,266,220 shares of which are designated “Series E Preferred Stock,” none of which are outstanding.

EIGHTH: The authorized capital stock of the surviving corporation is 17,000,000 shares of Common Stock, 10,000 of which are outstanding immediately prior to the effectiveness of this Certificate of Merger.

NINTH: The exchange of New Common Stock of the Company for shares of Common Stock of the surviving corporation shall be made on a one-to-one basis.

EXECUTED as of this 21st day of July, 2009.

APTWATER, INC.

By: 

Terry Applebury, President

SIGNATURE PAGE
CERTIFICATE OF MERGER OF
APPLIED PROCESS TECHNOLOGY, INC. INTO
APTWATER, INC.