

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/01/2010

CONVEYING PARTY DATA

Name	Execution Date
WASTEWATER TECHNOLOGY, INC.	06/29/2010
ITASCA SYSTEMS, INC.	06/29/2010
MEMBRANE SYSTEMS, INC.	06/29/2010

RECEIVING PARTY DATA

Name:	MEMBRANE SYSTEMS, INC.
Street Address:	420, boul. Charest Est
Internal Address:	Suite 240
City:	Quebec (Quebec)
State/Country:	CANADA
Postal Code:	G1K 8M4

PROPERTY NUMBERS Total: 4

Property Type	Number
Patent Number:	6572774
Patent Number:	6613229
Patent Number:	7276155
Patent Number:	D452295

CORRESPONDENCE DATA

Fax Number: (418)640-1500
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 4186405942
 Email: llangevin@ogilvyrenault.com
 Correspondent Name: OGILVY RENAULT, LLP
 Address Line 1: 500 Grande Allee Est
 Address Line 2: 2nd Floor

CH \$160.00 6572774

501230792

**PATENT
 REEL: 024672 FRAME: 0248**

Address Line 4: Quebec, Quebec, CANADA G1R 2J7

ATTORNEY DOCKET NUMBER:

05015396-1-CA-01

NAME OF SUBMITTER:

Dominique Pomerleau

Total Attachments: 3

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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:

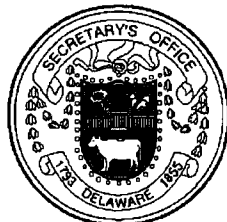
"ITASCA SYSTEMS, INC.", A MINNESOTA CORPORATION,
"WASTEWATER TECHNOLOGY, INC.", A VIRGINIA CORPORATION,
WITH AND INTO "MEMBRANE SYSTEMS, INC." UNDER THE NAME OF
"H2O INNOVATION USA, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 2010, AT 1:31
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY,
A.D. 2010.

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

4213124 8100M

100699916



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8087938

DATE: 06-30-10

PATENT
REEL: 024672 FRAME: 0250

CERTIFICATE OF MERGER
of
ITASCA SYSTEMS, INC.
(a Minnesota corporation)

and
WASTEWATER TECHNOLOGY, INC.
(a Virginia corporation)

with and into
MEMBRANE SYSTEMS, INC.
(a Delaware corporation)

**Under Title 8, Section 252 of the General Corporation Law
of the State of Delaware**

The undersigned corporation, Membrane Systems, Inc., a Delaware corporation ("MSI"), hereby certifies as follows:

1.) The name and state of incorporation of each constituent corporation are as follows:

- (a) Itasca Systems, Inc., a Minnesota corporation, and Wastewater Technology, Inc., a Virginia corporation (together, the "Merged Corporations"); and
- (b) Membrane Systems, Inc., a Delaware corporation (the "Surviving Corporation").

2.) An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the Merged Corporations and the Surviving Corporation, in accordance with the applicable provisions of Title 8, Section 252 of the General Corporation Law of the State of Delaware, the applicable provisions of the Minnesota Business Corporation Act, Chapter 302A of the Minnesota Statutes, and the applicable provisions of the Virginia Stock Corporation Act.

3.) The Surviving Corporation is Membrane Systems, Inc., a Delaware corporation.

4.) The merger shall be effective on July 1, 2010 (the "Effective Date").

5.) On the Effective Date, Articles First and Fourth of the Certificate of Incorporation of MSI shall be amended to read as follows:

FIRST: The name of the Corporation is H₂O Innovation USA, Inc.

FOURTH: The Corporation is authorized to issue one class of stock, designated "Common Stock." The number of shares of Common Stock authorized to be issued is 10,000 with a par value of \$.0001 per share.

The Certificate of Incorporation of MSI, as amended, shall thereafter be the Certificate of Incorporation of the Surviving Corporation until further amended pursuant to applicable law.

6.) The authorized stock and par value of the merged corporations are as follows:

<u>Name:</u>	<u>Authorized Stock:</u>	<u>Par Value:</u>
Itasca Systems, Inc.	10,000 common	\$.01
Wastewater Technology, Inc.	5,000 common	No par value

7.) The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation at 420 Charest Boulevard, Suite 240, Quebec, Quebec G1K 8M4.

8.) A copy of the Agreement of Merger will be furnished by Surviving Corporation upon request and without cost, to any shareholder of the Merged Corporations or the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned has executed and subscribed to this Certificate of Merger on behalf of Membrane Systems, Inc., a Delaware corporation, as its authorized officer and hereby affirms, under penalties of perjury, that this Certificate of Merger is the act and deed of such Corporation and that the facts stated herein are true.

DATED: June 29, 2010

MEMBRANE SYSTEMS, INC.,
a Delaware corporation

By: 
Frédéric Dugré
Its. CEO and President

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