

Attorney Docket No.: W0494-2059

Form PTO-1594
(Rev.03/01)
OMB No.0651-0027 (exp. 5/31/2002)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies)

The Wheelabrator Corporation and
Wheelabrator Clean Water, Inc., Wheelabrator
Clean Water Systems, Inc.

Individual(s) citizenship:

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

2. Name and address of receiving party(ies):

Name: Wheelabrator Water Technologies,
inc.

Internal
Address:

Street Address: Liberty Lane
Hampton, New Hampshire 03842

Individual(s) citizenship:

3. Nature of conveyance:

Certificate of Merger

Execution Date: January 1, 1996

If assignee is not domiciled in the United States, a
domestic representative designation may be attached.

(Designations may be a separate document from
assignment.)

Additional name(s) & address(es) attached? No

4. Application number(s) or Registration number(s):

A. Trademark Application No(s):

B. Trademark Registration No(s):
1,273,327

Additional number(s) attached? No

5. Name and address of party to whom
correspondence concerning document should be
mailed:

Aaron W. Moore
Lowrie, Lando & Anastasi, LLP
One Main Street, 11th Floor
Cambridge, MA 02142

6. Total number of applications and registrations
involved: 1

7. Total fee (37 CFR 3.41) \$40.00

Authorized to be charged to deposit account
 Enclosed

If the enclosed fee is insufficient, the Commissioner is
authorized to charge the fee to the account of the
undersigned.

8. Deposit account number: 50/2762

DO NOT USE THIS SPACE

9. Signature

Aaron W. Moore

10/8/04

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trademark Office, P.O. Box 1450,
Alexandria, VA 22313-1450

CH \$40.00 602762 1273327

Delaware

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The First State

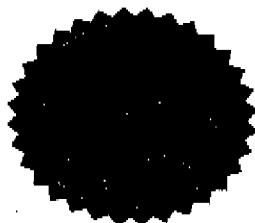
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WHEELABRATOR CLEAN WATER INC.", A DELAWARE CORPORATION,

"THE WHEELABRATOR CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "WHEELABRATOR CLEAN WATER SYSTEMS INC." UNDER THE NAME OF "WHEELABRATOR WATER TECHNOLOGIES INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1995, AT 4:30 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 JANUARY, A.D. 1996.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1948581

DATE: 08-22-02

TRADEMARK

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 12/28/1995
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State of Delaware
Secretary of State

**CERTIFICATE OF MERGER
OF
THE WHEELABRATOR CORPORATION
and
WHEELABRATOR CLEAN WATER INC.
INTO
WHEELABRATOR CLEAN WATER SYSTEMS INC.**

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

NAME	STATE OF INCORPORATION
Wheelabrator Clean Water Systems Inc.	Maryland
The Wheelabrator Corporation	Delaware
Wheelabrator Clean Water 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 Wheelabrator Clean Water Systems Inc., which shall herewith be changed to Wheelabrator Water Technologies Inc., a Maryland corporation.

FOURTH: That the amendments or changes in the "Certificate of Incorporation" of Wheelabrator Clean Water Systems Inc., the surviving corporation, as are to be effected by the merger are as follows:

FIRST: The name of the corporation (hereinafter called the "corporation") is Wheelabrator Water Technologies Inc.

All other provisions of the surviving corporation's Articles of Incorporation in effect immediately preceding the Merger 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.

FIFTH: The surviving corporation agrees that it may be served with process in the State of Delaware, and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any proceeding for the enforcement of any obligation of The Wheelabrator Corporation, Wheelabrator Clean Water Inc., or any obligation of the surviving corporation arising from the Merger. The address to which the Secretary of State may forward service of process is Liberty Lane, Hampton, New Hampshire 03842; Attention: General Counsel.


SIXTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is Liberty Lane, Hampton, New Hampshire 03842.

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

EIGHTH: That the effective date of the merger shall be January 1, 1996.

Dated: January 1, 1996

**WHEELABRATOR CLEAN WATER
SYSTEMS INC.**

By 
Mark P. Paul
Vice President

ATTEST:

By 
Barbara Rindfleisch
Assistant Secretary