

F95000000128

Document Number Only

C T CORPORATION SYSTEM
Requestor's Name
1311 Executive Center Drive, ste. 200
Address
Tallahassee, FL 32301 (904) 656-0290
City State Zip Phone

400001873754
-01/09/95--01051--029
*****70.00 *****70.00

CORPORATION(S) NAME

Spencer Industrial Sales, Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Member |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS / G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
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DIVISION OF CORPORATIONS

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Arrowhead Industrial Water, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. January 7, 1982 4. Perpetual
(Date of Incorporation) (Duration)

5. 16-3157758
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 617.355, F.S.)

7. 300 Tri-State International, Suite 320, Lincolnshire, Illinois 60069
(Current mailing address)

Design, fabrication, installation and service of ultra-high purity water treatment systems.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation , Florida 33324

Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: *Michael P. Nakon* C T Corporation System

(Officer)
Michael P nakon, Asst. Secy.

(Typed Name and Title of Officer)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. *Nicholas J. Calise*
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Nicholas J. Calise, Secretary

(Name and capacity of person signing application)

01/03/1995

Directors and Officers
Arrowhead Industrial Water, Inc.

DIRECTORS:

Michael P. Gagliardi Director
Primary : 300 Tri-State International
Address : Suite 320
 Lincolnshire, IL 60069

Jeffrey A. Saxon Director
Primary : 9911 Brecksville Road
Address : Brecksville, OH 44141-3247

Wayne O. Smith Director
Primary : 9911 Brecksville Road
Address : Brecksville, OH 44141-3247

Les C. Vinney Director
Primary : 3735 Green Road
Address : Beachwood, OH 44122

OFFICERS:

Michael P. Gagliardi President
Primary : 300 Tri-State International
Address : Suite 320
 Lincolnshire, IL 60069

George K. Sherwood Vice President - Tax Administration
Primary : 3925 Embassy Parkway
Address : Akron, OH 44333-1799

Robert A. McMillan Treasurer
Primary : 3925 Embassy Parkway
Address : Akron, OH 44333-1799

Terry G. Clarke Assistant Treasurer
Primary : 300 Tri-State International
Address : Suite 320
 Lincolnshire, IL 60069

Barbara A. Nardi Controller
Primary : 300 Tri-State International
Address : Suite 320
 Lincolnshire, IL 60069

Nicholas J. Calise Secretary
Primary : 3925 Embassy Parkway
Address : Akron, OH 44333-1799

Gail L. Cudak Assistant Secretary
Primary : 9911 Brecksville Road
Address : Brecksville, OH 44141-3247

Joan M. Taffi Assistant Secretary
Primary : 3925 Embassy Parkway
Address : Akron, OH 44333-1799

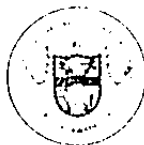
State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARROWHEAD INDUSTRIAL WATER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JANUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -9 PM 1:22



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

0929809 8300

950004033

AUTHENTICATION

DATE

7366204

01-06-95

F95000000128

Requestor's Name

Address

TALLAHASSEE FL 32301 222-1092

City	State	Zip	Phone
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CORPORATION(S) NAME

Amendment

() Mörger

() Annual Report
() Reservation

() Other _____
() Change of R.A. _____
() Fictitious Filing _____

() Photo Copies

() CUS

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W.P. Verifier	ADH

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951113-2

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMEND-
MENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

(§. 607.1504, F.S.)

FILED
MAY 24 1995
TALLAHASSEE
STATE OF FLORIDA

SECTION I (1-3 must be completed)

1. Arrowhead Industrial Water, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: January 9, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

May 5, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "Incorporated," or appropriate abbreviation, if not contained in new name of the corporation:


U.S. Filter/Arrowhead, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A


Signature

Donald L. Bergmann

Typed or printed name

May 5, 1995

Date

Vice President & Secretary

Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ARROWHEAD INDUSTRIAL WATER, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "U.S. FILTER/ARROWHEAD, INC.", THE FIFTH DAY OF MAY, A.D. 1995, AT 2:00 CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0929809 8329

250101531

AUTHENTICATION: 7498644

DATE: 05-08-95