

F95000001697

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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Attn: Jeff Netherton

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CORPORATION(S) NAME

U.S. Filter/Ionpure Inc. (MA)

merging: Continental Water Conditioning of Jacksonville, Inc. (FL)

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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06/25/99

C. COULLETTE JUN 25 1999

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99 JUN 25 AM 11:52
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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99 JUN 25 PM 1:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

CONTINENTAL WATER CONDITIONING OF JACKSONVILLE, INC., a Florida
corporation, 507092

into

U.S. FILTER/IONPURE, INC., a Massachusetts corporation F95000001697

File date: June 25, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
CONTINENTAL WATER CONDITIONING OF JACKSONVILLE, INC.
INTO
U.S. FILTER/IONPURE INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: U.S. Filter/Ionpure Inc. is a corporation organized under the laws of the State of Massachusetts owning at least 80 percent of the shares of Continental Water Conditioning of Jacksonville, Inc., a corporation(s) organized under the law(s) of the State of Florida.

SECOND: The following resolutions were adopted by the unanimous written consent of the Board of Directors of U.S. Filter/Ionpure Inc. on May 26, 1999:

RESOLVED: That the Corporation be merged with Continental Water Conditioning of Jacksonville, Inc., a Florida corporation, effective upon the filing of the Articles of Merger with the Secretary of Commonwealth of Massachusetts, with U.S. Filter/Ionpure Inc. to be the surviving corporation, upon the terms and conditions as set forth in the Agreement and Plan of Merger, dated May 26, 1999, attached hereto as Exhibit A and the proper officers of the Corporation be, and they hereby are, authorized and directed to execute and deliver said Agreement and Plan of Merger on behalf of the Corporation.

RESOLVED: That the proper officers of the Corporation be, and they hereby are, authorized, directed and empowered to take any and all other actions and to execute, deliver and file any and all other documents, instruments and certificates which such officers shall deem necessary or desirable to effect the transactions contemplated by the aforesaid Agreement and Plan of Merger, the necessity or desirability therefor being conclusively proven by the actions taken or the documents executed.

THIRD: Shareholders of the subsidiary who, except for the applicability of this section, would be entitled to vote and who dissent from the merger pursuant to Section

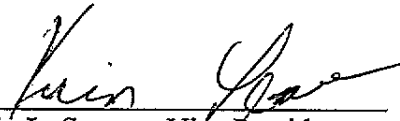
607.1320F.S., may be entitled, if they comply with the provisions of this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

FOURTH: A copy or summary of the plan of merger was mailed by the parent Corporation on May 26, 1999, to each shareholder of the subsidiary who did not waive the mailing requirement in writing.

FIFTH: The merger shall be effective upon filing.

Signed May 26, 1999.

U.S. FILTER/IONPURE INC.

By: 
Kevin L. Spence, Vice President

**CONTINENTAL WATER CONDITIONING
OF JACKSONVILLE, INC.**

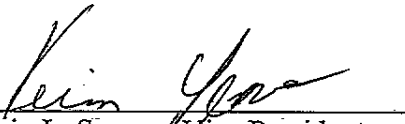
By: 
Kevin L. Spence, Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS IS AN AGREEMENT AND PLAN OF MERGER dated as of May 26, 1999, ("Agreement") by and between Continental Water Conditioning of Jacksonville, Inc., a Florida corporation ("Mergee"), and U.S. Filter/Ionpure, Inc., a Massachusetts corporation ("U.S. Filter/Ionpure"). Mergee and U.S. Filter/Ionpure are sometimes hereinafter collectively referred to as the "Constituent Corporations."

BACKGROUND

In order to take advantage of more modern corporate law statute and a more fully-developed body of corporate case law, the respective Boards of Directors of the Constituent Corporations have duly approved this Agreement and its execution and delivery.

TERMS

The parties hereto agree as follows:

Article I

Merger. Subject to the terms and conditions hereof, at the Effective Time (as defined in Article I hereof) Mergee shall be merged with and into U.S. Filter/Ionpure (the "Merger") pursuant to the provisions of the Florida Business Corporation Act and the Massachusetts General Corporation Law, the separate corporate existence of Mergee shall cease, and U.S. Filter/Ionpure shall be the surviving corporation ("Surviving Corporation") and continue its existence under Massachusetts Law under the name "U.S. Filter/Ionpure."

Effect of Merger. At the effective time of the Merger, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to any of said Constituent Corporations on whatever account, for stock subscriptions as well as all other things in action or belonging to each of such corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in any of such Constituent Corporations, shall not revert or be in any way impaired by reason of this Agreement; but all rights of creditors and all liens upon any property of any of said Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to said Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

Shareholder Approval. Subsequent to the execution of this Agreement, Mergee and U.S. Filter/Ionpure shall submit this Agreement to each of its shareholders for their approval pursuant to the applicable provisions of the Florida Business Corporation Act and the Massachusetts General Corporation Law, respectively.

Instruments of Merger. Following the approval of this Agreement by the shareholders of Mergee, upon fulfillment or waiver of the other conditions specified in Article IV hereof and provided that this Agreement has not been terminated pursuant to Article V hereof, the parties hereto will cause the Merger to be consummated by filing with the Secretary of State of the State of Massachusetts the appropriate Articles of Merger and with the Secretary of State of the State of Florida the appropriate Articles of Merger, each duly executed between and by Mergee and U.S. Filter/Ionpure in accordance with the respective requirement of the Florida Business Corporation Act, Massachusetts General Corporation Law and this agreement.

Effective Time. The Merger shall become effective as of the date and time that the Articles of Merger are duly filed with the Secretary of State of Massachusetts, (such date and time being herein sometimes referred to as the "Effective Time").

Article II

Certificate of Incorporation: Bylaws. The Certificate of Incorporation of the Surviving Corporation shall be the same as the Certificate of Incorporation of U.S. Filter/Ionpure as in effect at the Effective Time without further shareholder action. The Bylaws of the Surviving Corporation shall be the same as the Bylaws of U.S. Filter/Ionpure in effect at the Effective Time without further shareholder action.

Directors. The directors of U.S. Filter/Ionpure immediately prior to the Effective Time shall continue as the directors of the Surviving Corporation after the Effective Time, to hold office until the expiration of their current terms, or their prior resignation, removal or death.

Officers. The officers of U.S. Filter/Ionpure immediately prior to the Effective Time shall continue as the officers of the Surviving Corporation after the Effective Time, to hold office until at the pleasure of the Board of Directors of the Surviving Corporation.

Article III

Conversion of Stock. At the Effective Time: Each share of the common stock \$1.00 par value per share, of Mergee ("Mergee Common Stock") issued and outstanding immediately prior to the Effective Time and each share of Mergee Common Stock held in Mergee's treasury immediately prior to the Effective Time shall, without any action on the part of the holder thereof, be canceled and no cash, securities or other consideration shall be delivered in exchange therefor. Each share of Common Stock, \$.01 par value,

of U.S. Filter/Ionpure issued and outstanding immediately prior to the Effective Time, shall, without any action on the part of the holder thereof, automatically be converted into one share of common Stock, par value \$.01 per share, of the Surviving Corporation.

Article IV

Conditions of Merger. Consummation of the Merger is subject to the satisfactions of the following conditions on or before the Effective Time:

Shareholder Approval. The Merger shall have received the requisite approval of the sole shareholder of Mergee and U.S. Filter/Ionpure;

Third Party Consents. All required consents of third parties with respect to the transactions contemplated by this Agreement are obtained.

These conditions regarding third-party consents set forth above may be waived in the discretion of the Board of Directors of the Company.

Article V.

Modification and Termination. Notwithstanding satisfaction of the conditions set forth in Article IV hereof, at any time before the Effective Time, (a) this Agreement may be modified in any manner not inconsistent with its general purpose by the Boards of Directors of Mergee and U.S. Filter/Ionpure, provided that no modification, unless adopted and approved by the shareholders of Mergee in the manner prescribed under Florida law, shall (i) change the amount of kind of shares to be received as a result of the Merger following the approval of this Agreement by the shareholders of Mergee, (ii) change any of the terms of the Certificate of Incorporation or (iii) change the terms of this Agreement, if any such change would adversely affect the shareholders of Mergee; and (b) this Agreement may be terminated and abandoned, or its consummation deferred for a reasonable period, if in the opinion of Mergee's Board of Directors, or in the case of deferral, of an authorized officer, such action would be in the best interests of Mergee and its shareholders.

Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of Mergee such deeds and other instruments, and there shall be taken or caused to be taken by it all further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Mergee, and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Mergee or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida and the State of Massachusetts.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

**CONTINENTAL WATER CONDITIONING
OF JACKSONVILLE, INC.**

By: Kevin L. Spence
Kevin L. Spence, Vice President

U.S. FILTER/IONPURE INC.

By: Kevin L. Spence
Kevin L. Spence, Vice President