

F96000004960

Requestor's Name  
660 East Jefferson Street

City                      State                      Zip                      Phone

**EFFECTIVE DATE**

Water Equipment Technologies, Inc.  
merged into:

Wet Acquisition Corp

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                        | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> NonProfit                     |   |   |
| <input type="checkbox"/> Limited Liability Company     |   |   |
| <input type="checkbox"/> Foreign                       | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of P.A.     |
| <input type="checkbox"/> Limited Liability Partnership |   | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Certified Copy                | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready               | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30 PM      |
| <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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**CR2E031 (1-89)**

**EFFECTIVE DATE**  
**9-30-96**  
**ARTICLES OF MERGER**

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

Name of Corporation

State of Incorporation

WET Acquisition Corp.

Delaware

Water Equipment Technologies, Inc.

Florida

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. and the domestic corporation complies with Section 607.1101-607.1104 F.S.

FOURTH: The plan of merger is as follows:

1. WET Acquisition Corp., a Delaware corporation (the "Surviving Corporation"), is a wholly-owned subsidiary of Waterlink, Inc., a Delaware corporation ("Waterlink").

2. Water Equipment Technologies, Inc. a Florida corporation (the "Merged Corporation") shall merge with and into the Surviving Corporation, with the Surviving Corporation being the survivor of the merger (the "Merger").

(a) Each share of common stock, par value \$.01 per share, of the Surviving Corporation issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any other action taken by Waterlink, the Surviving Corporation or the Merged Corporation, shall be, at the Effective Time, automatically converted into and become one fully paid and nonassessable share of common stock of the Surviving Corporation.

(b) Each share of common stock of the Merged Corporation ("Merged Corporation Common Stock") issued and outstanding immediately prior to the Effective Time shall be, at the Effective Time, by virtue of the Merger and without any action taken on the part of the holder thereof, be automatically converted into the right to receive (i)(A) cash equal to the quotient of Two Million One Hundred Twenty Five Thousand Dollars (\$2,125,000) divided by the number of shares of Merged Corporation Common Stock issued and outstanding immediately prior to the Effective Time (collectively, the "Outstanding Shares") and (B) a number of duly

authorized, validly issued, fully paid and nonassessable shares of common stock, par value \$ .001 per share, of Waterlink ("Waterlink Common Stock") equal to the quotient of Five Hundred Thousand (500,000) shares divided by the number of Outstanding Shares, subject in part however, to adjustment as hereinafter provided (the consideration referred to in clauses (i)(A) and (B) of this subsection (b) is referred to as the "Initial Merger Consideration") and (ii) the Earn-out Consideration Per Share, if any, contemplated by clauses (d) and (e) below.

(c) The Initial Merger Consideration will be adjusted based on the actual earnings before interest and federal and state income taxes of the Merged Corporation for the year ended September 30, 1996, determined in accordance with generally accepted accounting principles ("GAAP") consistently applied without giving effect to any earnings attributed to distributions or dividends from the Merged Corporation's subsidiaries and without giving effect to \$15,000 of legal fees and expenses incurred by the Company in connection with the Merger ("EBIT"). If the EBIT of the Merged Corporation for the year ended September 30, 1996 is less than or greater than Seven Hundred Fifty Thousand Dollars (\$750,000) (the "Forecasted EBIT"), the Initial Merger Consideration will be increased or decreased, as the case may be, equally between the cash portion thereof and the Waterlink Common Stock portion thereof (it being understood and agreed that for purposes of valuing the Waterlink Common Stock, each share of Waterlink Common Stock shall be deemed to have a value of Four Dollars and Twenty Five Cents (\$4.25)) so that the Initial Merger Consideration, as adjusted, equals the excess of (i) the product of six (6) times the EBIT of the Merged Corporation for the year ended September 30, 1996 (the "Initial Merger Consideration Adjustment") over (ii) Two Hundred Fifty Thousand Dollars (\$250,000).

(d) In addition to the Initial Merger Consideration and with respect to the year ended September 30, 1997 (the "First EBIT Earn-out Period") and the year ended September 30, 1998 (the "Second EBIT Earn-out Period" and, together with the First EBIT Earn-out Period, the "EBIT Earn-out Periods") each share of Merged Corporation Common Stock issued and outstanding immediately prior to the Effective Time shall be, at the Effective Time, by virtue of the Merger and without any action taken on the part of the holder thereof, automatically converted into the right to receive cash and shares of Waterlink Common Stock in the amounts set forth below (the "EBIT Earn-out Consideration") based on the adjusted earnings before income and taxes ("Adjusted EBIT") (as more fully defined below) of the Surviving Corporation for such EBIT Earn-out Periods.

(i) "Adjusted EBIT" for each EBIT Earn-out Period shall mean the earnings before interest (other than interest on borrowings used for working capital purposes) and federal and state income taxes of the Surviving Corporation determined in accordance with GAAP consistently applied, from period to period, except that (A) no effect shall be given to any expenses of

the Surviving Corporation relating to a certain Employment Agreement or any expenses, including but not limited to, the amortization of good will, which is the result of an accounting adjustment required by GAAP on the books of the Company solely as a result of the Merger under the purchase method of accounting, or other applicable method of accounting for a business combination, (B) the Surviving Corporation shall be allocated a portion of certain of Waterlink's expenses incurred on behalf of the Surviving Corporation, and (C) no effect shall be given to any revenues generated from, and associated expenses incurred in connection with, sales which individually exceed One Hundred Thousand Dollars (\$100,000) and that are sales to or referred by Waterlink or, other than the Surviving Corporation, any subsidiary of Waterlink or any employee of Waterlink or, other than the Surviving Corporation, of any subsidiary of Waterlink.

(ii) The EBIT Earn-out Consideration in the aggregate for the First EBIT Earn-out Period shall equal one-half ( $\frac{1}{2}$ ) of the excess, if any, of the Adjusted EBIT for the year ended September 30, 1997 over the Adjusted EBIT for the year ended September 30, 1996 and the EBIT Earn-out Consideration in the aggregate for the Second EBIT Earn-out Period shall equal one-half ( $\frac{1}{2}$ ) of the excess, if any, of the Adjusted EBIT for the year ended September 30, 1998 over the greater of (A) the Adjusted EBIT for the year ended September 30, 1997 and (B) the Adjusted EBIT for the year ended September 30, 1996; provided, however, that if the Adjusted EBIT for the year ended September 30, 1997 is less than the Adjusted EBIT for the year ended September 30, 1996, then the aggregate EBIT Earn-out Consideration for Second EBIT Earn-out Period shall be reduced by the excess of the Adjusted EBIT for the year ended September 30, 1996 over the Adjusted EBIT for the year ended September 30, 1997. The EBIT Earn-out Consideration Per Share for each EBIT Earn-out Period, if any, shall equal the quotient of the EBIT Earn-out Consideration for such EBIT Earn-out Period divided by the number of Outstanding Shares. The EBIT Earn-out Consideration Per Share shall be payable by Waterlink to the shareholders with respect to each Outstanding Share owned by such Shareholder in (A) cash in an amount equal to one-half ( $\frac{1}{2}$ ) of the EBIT Earn-out Consideration Per Share and (B) a number of duly authorized, validly issued, fully paid and nonassessable shares of Waterlink Common Stock equal to the quotient of one-half ( $\frac{1}{2}$ ) of the EBIT Earn-out Consideration Per Share divided by the Fair Market Value Per Share of Waterlink Common Stock as of the date of payment.

(e) In addition to the Initial Merger Consideration and the EBIT Earn-out Consideration, each share of Company Common Stock issued and outstanding immediately prior to the Effective Time shall be, at the Effective Time, by virtue of the Merger and without any action taken on the part of the

holder thereof, automatically converted into the right to receive additional cash in the amounts set forth below (the "KDF-Wool Earn-Out Consideration") based on the Surviving Corporation's purchases of KDF-Wool from KDF Fluid Treatment, Inc. ("KDF"). The KDF Earn-out Consideration in the aggregate shall equal the product of One Dollar and Twenty-Seven Cents (\$1.27) multiplied by the number of pounds of KDF-Wool purchased by the Surviving Corporation from KDF during the period beginning at the Effective Time and ending on the earlier of (i) the third (3rd) anniversary of the Effective Time and (ii) the date through which the aggregate KDF Earn-out Consideration equals Three Hundred and Thirty Thousand Dollars (\$330,000), the maximum amount of KDF Earn-Out Consideration that may become payable in the aggregate to holders of Outstanding Shares (the "KDF Earn-out Termination Date"). The KDF Earn-out Consideration Per Share for any period of determination (together with the EBIT Earn-out Consideration Per Share, the "Earn-out Consideration Per Share") shall equal the quotient of the KDF Earn-out Consideration divided by the number of Outstanding Shares. The KDF Earn-out Consideration Per Share shall be payable in cash by Waterlink to the Shareholders with respect to each Outstanding Share owned by such Shareholder on a quarterly basis beginning on February 15, 1997 with respect to the period beginning at the Effective Time and ending on December 31, 1996 and each May 15, August 15, November 15 and February 15 thereafter until KDF Earn-Out Termination Date. Waterlink shall deliver to the Shareholders' Representative, together with each KDF Earn-out Consideration payment, a statement setting forth the amount of KDF-Wool purchased by the Surviving Corporation from KDF during the relevant period and the corresponding calculation of KDF Earn-out Consideration Per Share.

(f) No fractional shares of the Waterlink Common Stock comprising the Initial Merger Consideration or the EBIT Earn-out Period Consideration will be issued. In lieu thereof, cash will be delivered in an amount equal to such fraction of a share of Waterlink Common Stock multiplied by Four and 25/100 Dollars (\$4.25).

**FIFTH:** The Effective Time of the Certificate of Merger shall be the close of business on September 30, 1996 (the "Effective Time").

**SIXTH:** The plan of merger was adopted by the shareholders of the Merged Corporation on September 25, 1996 by unanimous written consent pursuant to Section 607.0704 of the Florida Business Corporation Act and was adopted by the sole stockholder of the Surviving Corporation on September 23, 1996, by written consent pursuant to Section 228 of the Delaware General Corporation Law.

**WET ACQUISITION CORP.**

By: Nancy Hamerly  
Nancy Hamerly, Secretary

**WATER EQUIPMENT TECHNOLOGIES, INC.**

By: Lawrence Stenger  
Lawrence Stenger, CEO and Chairman  
of the Board

132637\_1

**F9600004960**

**ARTICLES OF MERGER  
Merger Sheet**

.....  
**MERGING:**

**WATER EQUIPMENT TECHNOLOGIES, INC., a Florida corporation, document  
number 491548**

**into**

**WET ACQUISITION CORP., a Delaware corporation F96000004960**

**File date: September 27, 1996 , effective September 30, 1996**

**Corporate Specialist: Karen Gibson**



491548

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

WATER EQUIPMENT TECHNOLOGIES, INC., a Florida corporation, document  
number 491548

into

WET ACQUISITION CORP., a Delaware corporation F98000004960

File date: September 27, 1996 , effective September 30, 1996

Corporate Specialist: Karen Gibson



F96000004960

Document Number Only

C T CORPORATION SYSTEM  
Requestor's Name  
660 East Jafferson Street  
Address  
Tallahassee, Florida 32301  
City State Zip Phone

CORPORATION(S) NAME

Wet Acquisition  
changed name to:  
Water Equipment Technologies

- ☐ Profit  
☐ NonProfit  
☐ Limited Liability Company  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Limited Liability Partnership  
☐ Certified Copy  
☐ Call When Ready  
☒ Walk In  
☐ Mail Out
- ☒ Amendment  
☐ Dissolution/Withdrawal  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
☐ Call if Problem  
☐ Will Wait
- ☐ Merger  
☐ Mark  
☐ Other  
☐ Change of R.A.  
☐ Fictitious Name  
☐ CUS  
☐ After 4:30  
☒ Pick Up

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N. HENDRICKS OCT - 9 1996

CR2E031 (1-89)

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

95 OCT - 8 11 10 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I (1-3 must be completed)**

1. WET Acquisition Corp.  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: September 26, 1996

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

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

September 27, 1996

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

Water Equipment Technologies, 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

Nancy Hamerly, Secretary  
Signature  
Name and Title  
Nancy Hamerly, Secretary

September 30, 1996  
Date

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "WET ACQUISITION CORP.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "WATER EQUIPMENT TECHNOLOGIES, INC.", THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 1996, AT 3:15 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2662601 8320

960286126

AUTHENTICATION:

DATE:

8129643

10-02-96

F96000004960

Document Number Only

RECEIVED  
96 SEP 26 PM 1:01  
DIVISION OF CORPORATION

C T CORPORATION SYSTEM  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, Florida 32301  
City State Zip Phone

000001957880  
-09/26796--01031--025  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Wet Acquisition Corp.

FILED  
STATE  
SECRETARY OF CORPORATIONS  
96 SEP 26 PM 1:21

- ☒ Profit  
☐ NonProfit  
☐ Limited Liability Company  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Limited Liability Partnership  
☐ Certified Copy  
☐ Call When Ready  
☒ Walk In  
☐ Mail Out
- ☐ Amendment  
☐ Dissolution/Withdrawal  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
☐ Call if Problem  
☐ Will Wait
- ☐ Merger  
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☐ Change of R.A.  
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9/26/96

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. WET Acquisition Corp.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. "applied for"  
(FEI number, if applicable)
4. September 13, 1996  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.1503 F.S.))
7. 4100 Holiday Street, N.W.  
Canton, Ohio 44718  
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized in Florida.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. 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)

10. Registered agent 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.*

C T CORPORATION SYSTEM

Charlotte Renee Cruz  
(Registered agent's signature) (Officer)

Charlotte Renee Cruz, Asst. Secretary  
(Type Name and Title of Officer)

11. 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.

12. Names and addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: None

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: None

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: Nancy A. Hamerly

Address: 4100 Holiday Street, N.W.  
Canton, Ohio 44718

Director: Chet S. Ross

Address: 4100 Holiday Street, N.W.  
Canton, Ohio 44718

96 SEP 26 PM 1:21

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**B. OFFICERS**

President: Chet S. Ross

Address: 4100 Holiday Street, N.W.  
Canton, Ohio 44718

Vice President: NONE

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: Nancy A. Hamerly

Address: 4100 Holiday Street, N.W.  
Canton, Ohio 44718

Treasurer: Clat S. Ronu

Address: 4100 Holiday Street, N.W.  
Canton, Ohio 44718

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Nancy A. Hamorly*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Nancy A. Hamorly, Secretary  
(Typed or printed name and capacity of person signing application)

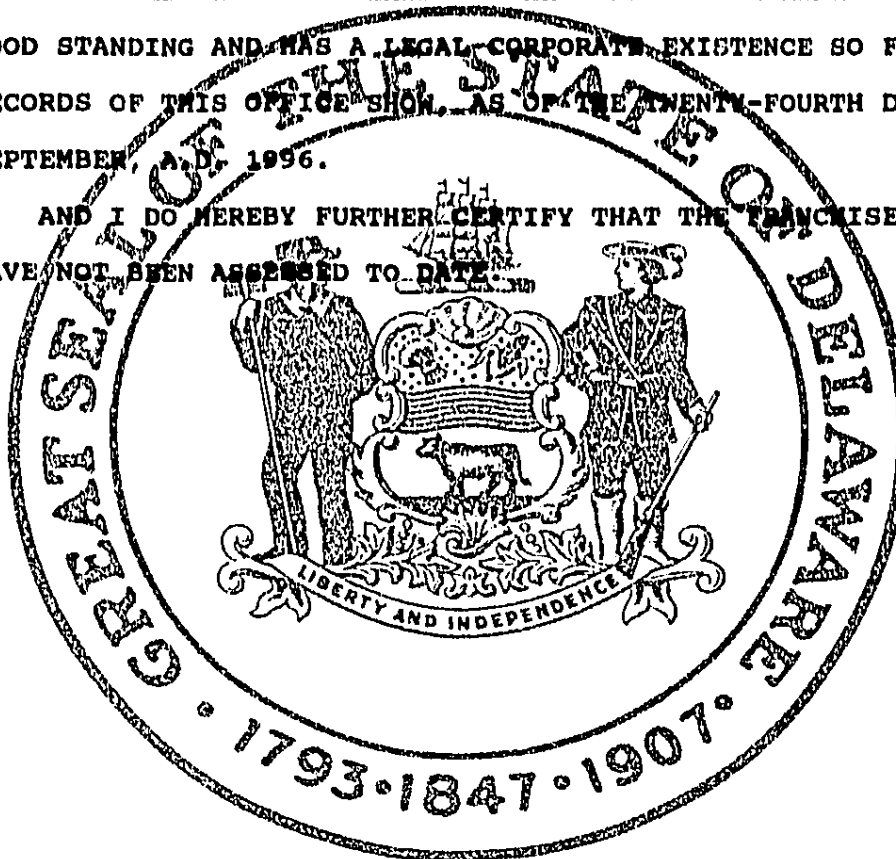


State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WET ACQUISITION CORP." 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 TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 26 PM 1:21



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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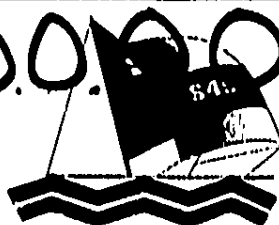
AUTHENTICATION:

DATE:

8117396

09-24-96

F9600.0.004960



Cover Letter

**WATERLINK  
Technologies**

832 Pike Rd., West Palm Beach, FL 33411, USA.

Telephone: (561) 684-6300

Fax: (561) 697-3342

Fax: (561) 471-0629

Web Page: <http://www.waterlink.com>

To: Florida Dept of State

Fax:

Pages:

Phone:

Date: 4/16/97

Re:

CC:

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-04/21/97--01153--006

\*\*\*\*\*87.50 \*\*\*\*\*87.50  
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AS SOON AS POSSIBLE. Plus check.

PLEASE NOTE:

here's your "cover letter" you required  
in the check list.

THANK YOU,

THOMASSENIA J. SLOOP

~~WAT-9803~~

SH 5/11C

97 MAY - 7 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



**FLORIDA DEPARTMENT OF STATE**  
**Sundra B. Morthum**  
Secretary of State

April 29, 1997

Thomassenia J. Sloop  
Waterlink Technologies  
832 Pike Rd.  
West Palm Beach, FL 33411

**SUBJECT: WATER EQUIPMENT TECHNOLOGIES, INC.**  
Ref. Number: F96000004960

We have received your document for WATER EQUIPMENT TECHNOLOGIES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an original certificate from Delaware dated within the last days. We cannot accept a photocopy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 397A00022124

# **WATERLINK<sup>®</sup>**

## **Technologies**

May 6, 1997

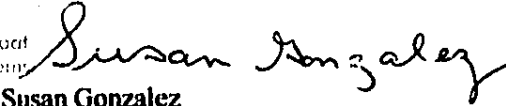
Florida Department of State  
Steven Harris  
409 E. Gaines St.  
Tallahassee, Florida 32399

Dear Mr. Harris,

Attached you will find an original certificate from Delaware confirming our corporate name change from Water Equipment Technologies, Inc. to Waterlink Technologies, Inc..

Please apply check #2395, which you retained, as payment of the filing fee. If you need any other information or assistance, please contact our office at the telephone # or address listed below.

Thank you,

  
Susan Gonzalez  
Payroll & Benefits Administrator

Waterlink Technologies, Inc. 832 Pike Road West Palm Beach, FL 33411-3847 USA

Tel.: (561) 684-6300 [www.waterlink.com](http://www.waterlink.com)

WET Division Fax: (561) 697-3342 [wet@waterlink.com](mailto:wet@waterlink.com) • NWP Division Fax: (561) 687-0346 [super@waterlink.com](mailto:super@waterlink.com)

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
(1-3 MUST BE COMPLETED)

FILED  
97 MAY -7 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. WATER EQUIPMENT TECHNOLOGIES, INC.  
Name of corporation as it appears on the records of the Department of State.
2. STATE OF DELAWARE 3. 09/13/96  
Incorporated under laws of Date authorized to do business in Florida

**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? 03/27/97
5. WATERLINK TECHNOLOGIES, INC.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- N/A  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- N/A  
New Jurisdiction

  
Signature

04/16/97  
Date

LARRY STENGER  
Typed or printed name

CHIEF OPERATING OFFICER  
Title

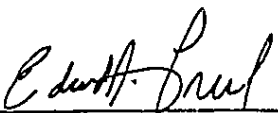
*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WATER EQUIPMENT TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "WATER EQUIPMENT TECHNOLOGIES, INC." TO "WATERLINK TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1997, AT 10:30 O'CLOCK A.M.



  
Edward J. Freel, Secretary of State

2662601 8100  
971145243

AUTHENTICATION:  
DATE:

8450303  
05-05-97

**WATER EQUIPMENT TECHNOLOGIES, INC.**

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**

Water Equipment Technologies, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the state of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the Board of Directors of said Corporation adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

**RESOLVED,** that the Board of Directors deems it advisable to amend ARTICLE FIRST of the Corporation's Certificate of Incorporation to change the Corporation's name to Waterlink Technologies, Inc. ARTICLE FIRST is hereby amended again and restated in its entirety to read as follows:

**FIRST:** The name of the Corporation is Waterlink Technologies, Inc.

**SECOND:** That in lieu of a meeting and vote of the holders of the Corporation's capital stock entitled to vote on such amendment, the sole Stockholder of the Corporation has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.



IN WITNESS WHEREOF, Water Equipment Technologies, Inc. has caused this Certificate to be signed by Chet S. Ross, its Chairman of the Board and Chief Executive Officer, this 27<sup>th</sup> day of March, 1997.

WATER EQUIPMENT TECHNOLOGIES, INC.

By: 

Chet S. Ross,  
Chairman of the Board and  
Chief Executive Officer