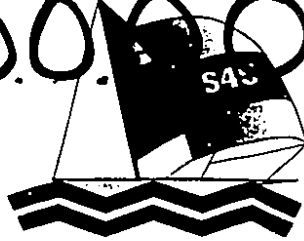


F96000.0004960



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:

000002149610--4

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

*****87.50 *****87.50
Office Use Only

IF YOU DON'T RECEIVE 3 PAGES INCLUDING THIS ONE, PLEASE CONTACT ME
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-9203~~

SH $\frac{5}{4}$
NC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -7 PM 1:39

FILED





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
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®
Technologies

May 6, 1997

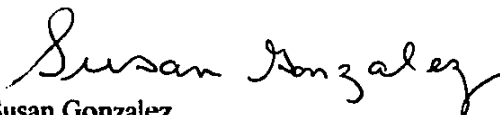
Florida Department of State
Steven Harris
409 E. Gaines St.
Tallahassee, Florida 32399

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

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 1:39
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
Incorporated under laws of
3. 09/13/96
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

Office of the Secretary of State

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.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

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.

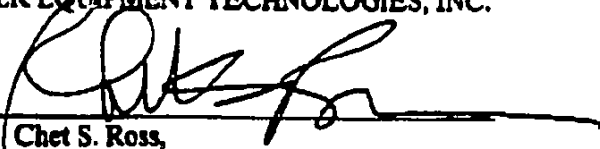
SECOND: That in lieu of a meeting and vote of the holders of the Corporation's capital stock entitled to vote on such amendment, the sole Stockholder of the Corporation has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State 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 27th day of March, 1997.

WATER EQUIPMENT TECHNOLOGIES, INC.

By: _____


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