

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS

FILED May 27 1998 8:00am Secretary of State

DOCUMENT # F97000002272 1. Corporation Name U.S. Filter / Zimpro, Inc.

Principal Place of Business 301 W. Military Rd. Rothschild, WI 54474 Mailing Address 40-004 Cook St. Palm Desert CA 92211

2. Principal Place of Business 301 W. Military Rd. 2a. Mailing Address 40-004 Cook St. 23. City & State Rothschild, WI 24. Zip 54474 25. Country USA 26. City & State Palm Desert, CA 27. Zip 92211 28. Country USA

3. Date Incorporated or Qualified 4/29/97 3a. Date of Last Report Applied For Not Applicable 4. FEI Number 39-1677680 5. Certificate of Status Desired \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent CT Corporation System 1200 South Pine Island Rd Plantation, FL 33324

10. Name and Address of New Registered Agent B1 Name CT Corporation System B2 Street Address (P.O. Box Number is Not Acceptable) 1200 South Pine Island Rd B3 B4 City Plantation FL B5 Zip Code 33324

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE Signature of each of named persons is required and the following (NAME) is required when necessary DATE

Table with 6 rows and 2 columns: OFFICERS AND DIRECTORS. Columns include TITLE, NAME, STREET ADDRESS, CITY, ST, ZIP. Rows include Gerald E. Rogers, Damian C. Georgino, Andrew D. Seidel, Kevin L. Spence, James W. Dierker, Amy G. Bossin.

Table with 6 rows and 2 columns: ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Columns include 1-6 TITLE, 1-6 NAME, 1-6 STREET ADDRESS, 1-6 CITY - ST - ZIP. Includes a tracking number 700002537967 and date -05/28/98.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes, further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if it changed, or on an attachment with an address.

SIGNATURE: Amy G. Bossin SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

ASST. Secretary

CR2E034 (12/95)