

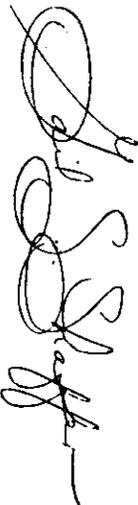
**State of New York
Department of State**

ss.:

14677

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on **MAY 22 1906**


Secretary of State

CT

CT

CERTIFICATE OF MERGER

OF

NEPTUNE INTERNATIONAL CORPORATION

INTO

ALLIED CORPORATION

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

* * * * *

Allied Corporation, pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

3321665

1. Allied Corporation (formed under the name "Allied Chemical & Dye Corporation"), a corporation of the State of New York (the "surviving corporation"), owns all of the outstanding shares of Neptune International Corporation (the "subsidiary corporation"), a corporation of the State of Delaware.

2. The designation and number of outstanding shares of the subsidiary corporation to be merged and the number of such shares owned by the surviving corporation are as follows:

3321665

<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Surviving Corporation</u>
1000 shares of Common Stock	1000 shares

3. (a) The certificate of incorporation of Allied Corporation was filed by the Department of State on the 17th day of December, 1920.

(b) Neptune International Corporation was incorporated under the laws of the State of Delaware on February 18, 1978, and was granted authority to do business in the State of New York on September 21, 1979.

4. The surviving corporation owns all of the outstanding shares of the subsidiary corporation to be merged.

5. The merger shall be effective upon the date of filing by the Department of State of New York. The merger is permitted by the laws of the state of Delaware and is in compliance therewith.

6. The Plan of Merger was adopted by the Board of Directors of the surviving corporation, by action of the Executive Committee of said Board of Directors.

IN WITNESS WHEREOF, this certificate has been signed on the 8th day of February, 1986 and the statements contained herein are affirmed as true under penalties of perjury.

ALLIED CORPORATION

By *Donald R. Kayser*
Donald R. Kayser
Senior Vice President and
Chief Financial Officer

By *Eileen T. Nugent*
Eileen T. Nugent
Assistant Secretary

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 12 1986

CERTIFICATE OF MERGER

OF

① NEPTUNE INTERNATIONAL CORPORATION

INTO

② ALLIED CORPORATION

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

AMT. OF CHECK \$	67
FILING FEE \$	62
TAX \$	
COUNTY FEE \$	
COPY \$	7
CERT \$	
REFUND \$	
SPEC HANDLE \$	
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ALLIED CORPORATION
COLUMBIA ROAD AND PARK AVENUE
MORRISTOWN, NEW JERSEY 07960

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Allied Chemical & Dyestuffs Corp
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