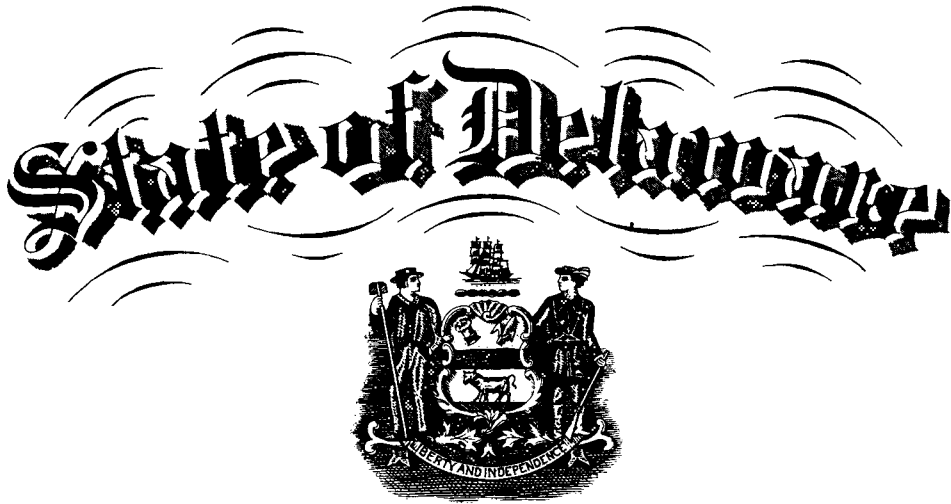
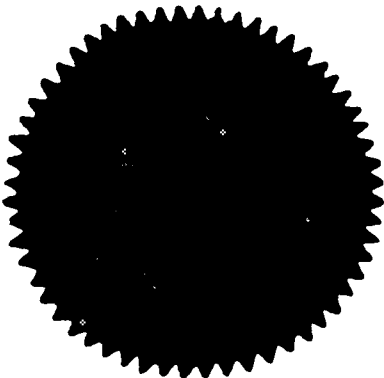




Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing corresponds with and
includes all of the provisions of the Certificate of Incorporation of
the "W. P. FULLER PAINT COMPANY", as received and filed in this office
the nineteenth day of October, A.D. 1964, at 10 o'clock A.M., as amended
and in effect January 8, 1965.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this eighth day of
January in the year of our Lord one thousand
nine hundred and sixty-five.



Elisha C. Dukes

Secretary of State

W. P. Fuller Paint Company

Ass't Secretary of State

COMPOSITE
CERTIFICATE OF INCORPORATION
OF
W. P. FULLER PAINT COMPANY

First. The name of this Corporation is W. P. Fuller Paint Company.

Second. Its principal office and place of business in the State of Delaware is to be located at 100 West 10th Street, in the City of Wilmington, County of New Castle. The agent in charge thereof is The Corporation Trust Company, and the address of such resident agent is 100 West 10th Street, in the City of Wilmington, County of New Castle.

Third. The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz: To manufacture or otherwise produce, prepare, import, export, buy, sell, use and in every way deal in and with paints, painting materials, varnishes, lacquers, putties, fills, leads, wall-paper, floor covering items, glass, mirrors, aluminum doors, windows and allied building products, chemicals and technical coatings; to carry on general mercantile or merchandise business; and to carry on and conduct a general contracting business.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Delaware, and the objects and purposes herein set forth, it is expressly provided that this Corporation shall also have the following powers, viz:

To take, own, hold, deal in, mortgage or otherwise lien, and to lease, sell, exchange, transfer, or in any manner whatever dispose of real property within or without the State of Delaware, wherever situated.

To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise, and property of any and every class and description, and in any part of the world.

To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To apply for, purchase or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copy-rights of the United States or other countries, or otherwise, and to work, operate or develop the same and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State or any other State, country, nation or government, and while owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, county, territory, State, Government or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Delaware.

To have offices, conduct its business and promote its objects within and without the State of Delaware,

in other States, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restriction as to place or amount.

To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

In general to 'carry on any other' business in connection therewith, whether manufacturing or otherwise, not forbidden by the laws of the State of Delaware, and with all the powers conferred upon corporations by the laws of the State of Delaware.

Fourth. The amount of the total authorized Capital Stock of this Corporation is Two Million and no/100 Dollars (\$2,000,000.00) divided into Four Hundred Thousand (400,000) shares of Common Stock of the par value of Five and no/100 Dollars (\$5.00) each.

The holders of Common Stock shall be entitled to one (1) vote for each share thereof held by them. Every shareholder entitled to vote at any election for directors may accumulate his votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which his shares are entitled, or distribute his votes on the same principal among as many candidates as he thinks fit.

No holder of Common Stock shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any present, new or additional issue of stock or securities of this Corporation of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services or otherwise.

The amount of capital with which it will commence business is One Thousand and no/100 Dollars (\$1,000.00).

Fifth. The names and places of residence of each of the incorporators are as follows:

<u>Name</u>	<u>Residence</u>
Kenneth A. McGaw	1641 Valley Lane Fullerton, California
Theodore E. Munson	707 East Las Palmas Drive Fullerton, California
William D. Randolph	1800 Via Ladera La Habra, California

Sixth. The existence of this Corporation is to be perpetual.

Seventh. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

Eighth. The following provisions are inserted for the management of the business and for the conduct of the affairs of this Corporation, and for the creation, definition, limitation and regulation of the powers of this Corporation, its directors and its stockholders, and it is hereby expressly provided that they are intended to be in furtherance and not in limitation or exclusion of the powers conferred by law:

1. The Board of Directors of this Corporation shall have power from time to time to fix and determine and to vary the amount to be reserved as working capital of this Corporation and, before payment of any dividends or making any distribution of profits, it may set aside out of the surplus or net profits of this Corporation such sum or sums as it may from time to time in its absolute discretion think proper, whether as a reserve fund to meet contingencies or for the equalizing of dividends or for repairing or maintaining any property of this Corporation or for such other corporate purposes as the Board of Directors shall think conducive to the interests of this Corporation, subject only to such limitations as the By-Laws of this Corporation may from time to time impose, and the Board of Directors may also increase, decrease and/or abolish any such reserve or reserves; and to make and determine the use and disposition of any surplus or net profits over and above the capital of this Corporation. The Board of Directors shall also have power, without the assent or vote of the stockholders, to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation including after-acquired property.

2. This Corporation may enter into contracts or transact business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any corporation or association in which any one or more of its directors are stockholders, directors or officers, and such contract or transaction shall not be

invalidated or in anywise affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of this Corporation, even though the vote of the director or directors having such adverse interest shall have been necessary to obligate this Corporation upon such contract or transaction; and no director or directors having such adverse interest shall be liable to this Corporation or to any stockholder or creditor thereof, or to any other person, for any loss incurred by it under or by reason of any such contract or transaction; nor shall any such director or directors be accountable for any gains or profits realized thereon; always provided, however, that such contract or transaction shall at the time at which it was entered into have been a reasonable one to have been entered into and shall have been upon terms that at the time were fair.

Any contract, transaction and/or act that shall be approved or ratified by the vote of the holders of a majority of the capital stock of this Corporation then having voting power which is represented in person or by proxy at any annual meeting of stockholders or at any special meeting called for the purpose, among others, of considering the approval or ratification of the acts of officers and directors (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon this Corporation and upon all its stockholders as though it had been approved or ratified by every stockholder of this Corporation.

3. The Board of Directors of this Corporation shall also have the power without the assent or vote of the stockholders to make, alter, amend and repeal the By-Laws of this Corporation, except as may be otherwise provided in a By-Law adopted by the stockholders of this Corporation then entitled to vote, but By-Laws so made, altered or amended by the Board of Directors may be altered, amended or repealed by the stockholders then entitled to vote.

4. This Corporation acting by its Board of Directors, without action by the Stockholders, shall have power to create and issue from time to time, whether or not in connection with the issue and sale of any shares of stock or other securities of this Corporation, rights or options entitling the bearer or registered owner or holder thereof

to purchase from this Corporation any shares of its capital stock of any class or classes then authorized, such rights or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which any such shares may be purchased from this Corporation upon the exercise of any such right or option shall be such as shall be fixed and stated in the resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and, in every case, set forth or incorporated by reference in the instrument or instruments evidencing such rights or options; provided, however, that in case the shares of stock of this Corporation to be issued on the exercise of such rights or options shall be shares having a par value, the price or prices so to be received therefor shall not be less than the par value thereof. Such rights or options may be in bearer or registered form with such provisions, if any, with reference to signatures by one or more transfer agents and/or registrars as the Board of Directors may deem advisable; and the form of such rights or options, the rights evidenced thereby, the provisions preserving such rights and all matters concerning the same shall, subject to all the provisions hereof, be fixed by the Board of Directors. Without any action or consent of the stockholders of any class, the Board of Directors may from time to time, issue rights or options as above provided without offering such rights or options or the stock or securities, if any, with which the same are issued, for subscription by the stockholders of any class. The issue of rights or options by the Board of Directors as herein provided shall, of itself, without further action by the Board of Directors or by the stockholders of any class, constitute the irrevocable obligation of this Corporation for the issue, upon the exercise of said rights or options in accordance with their terms, of all shares of stock called for by the rights or options so exercised and for the performance of all agreements set forth in such rights or options. This Corporation shall at all times reserve unissued a number of shares of stock of the class or classes called for by outstanding rights or options sufficient to satisfy all such rights or options.

5. The Board of Directors of this Corporation shall have power from time to time to determine whether and to what extent and at what times and places and under what conditions

and regulations the accounts and books of this Corporation, or any of them shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or books or document of this Corporation except as expressly conferred by the laws of the State of Delaware, unless and until authorized so to do by a resolution of the Board of Directors.

6. The Board of Directors of this Corporation shall have the power to appoint an Executive Committee from among their number, which Committee, to the extent and in the manner provided in the By-Laws of this Corporation, shall have and may exercise all of the powers of the Board of Directors of this Corporation, so far as may be permitted by law, in the management of the business and affairs of this Corporation whenever the Board of Directors of this Corporation is not in session. The fact that the Executive Committee has acted shall be conclusive evidence that the Board of Directors was not in session at the time of such action.

7. The Board of Directors of this Corporation may from time to time establish, re-establish, amend, alter or repeal, and may put into effect and carry out a plan or plans as may from time to time be approved by said Board of Directors for the distribution among or sale to the officers and employees of this Corporation, or any of them, in addition to their regular salaries or wages, of any moneys or other property of this Corporation, or of any shares of stock of this Corporation of any class, in consideration for services rendered or labor done by such officers and employees.

8. No stockholder of this Corporation shall be entitled as a matter of right to subscribe for, purchase or receive any shares of the stock or any rights or options of this Corporation which it may issue or sell, whether out of the number of shares authorized by this Certificate of Incorporation or by amendment thereof or other proceedings or out of the shares of the stock of this Corporation acquired by it after the issuance thereof, nor shall any stockholders of this Corporation be entitled as a matter of right to purchase or subscribe for or receive any bonds, debentures or other obligations which this Corporation may issue or sell

that shall be convertible into or exchangeable for stock or to which shall be attached or appertain any warrants or other instrument or instruments that shall confer upon the holder or owner of such obligation the right to subscribe for or purchase from this Corporation any shares of its capital stock. But all issues of stock, rights, options, or of bonds, debentures or other obligations convertible into or exchangeable for stock or to which warrants shall be attached or appertain or which shall confer upon the holder the right to subscribe for or purchase any shares of stock, may be issued and disposed of by the Board of Directors of this Corporation to such persons, firms, associations and corporations, and for such consideration, and upon such terms, subject to any provisions of law in regard thereto, as in their absolute discretion they may deem advisable, and any and all shares so issued shall be deemed full-paid and nonassessable and the holder of such shares shall not be liable to this Corporation or its creditors in respect thereto.

9. The Board of Directors of this Corporation shall have the power to, and may in its discretion, issue from time to time scrip for fractional shares of stock of this Corporation, in such form, bearer or registered, as the Board of Directors may from time to time prescribe prior to the issue thereof, and such scrip shall not confer upon the holder any right to vote or to receive dividends or any other rights of a stockholder of this Corporation, but this Corporation shall from time to time, within such time as the Board of Directors may determine, issue one whole share of stock upon the surrender of scrip for fractional shares representing in the aggregate one whole share, properly endorsed, if in registered form.

10. The Board of Directors of this Corporation, in addition to the powers and authority expressly conferred upon it hereinbefore and by statute and by the By-Laws, is hereby empowered to exercise all such powers as may be exercised by this Corporation; subject, nevertheless, to the provisions of the statutes of the State of Delaware and of this Certificate of Incorporation and to any regulations that may from time to time be made by the stockholders of this Corporation, provided that no regulation so made shall invalidate any provision of this Certificate of Incorporation or any prior act of the directors which would have continued valid if such regulation had not been made.

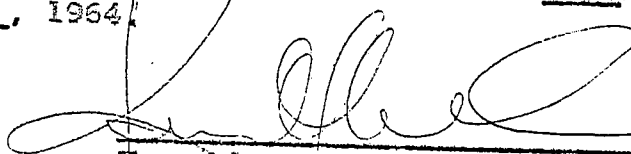
11. The Board of Directors shall have authority, as provided by statute, to determine that only a part of the consideration which shall be received by this Corporation for any of the shares of its capital stock which it shall issue from time to time, shall be capital.

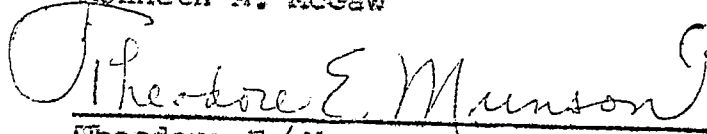
12. This Corporation reserves the right to increase or decrease its authorized capital stock, or any class or series thereof, or to reclassify the same, and to amend, alter, change or repeal any provision contained in this Certificate of Incorporation or in any amendment thereto which may be contained in the certificate of incorporation of a corporation organized under the General Corporation Law of Delaware in the manner now or hereafter prescribed by said General Corporation Law, and all rights conferred upon stockholders in this Certificate of Incorporation or any amendment thereto are granted subject to this reservation.

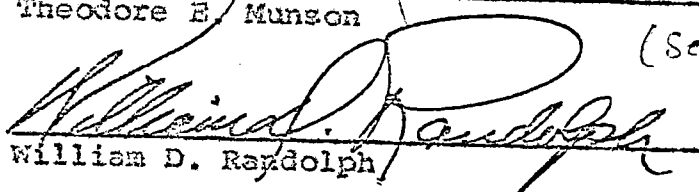
13. Except as otherwise provided in the By-Laws, the stockholders and the Board of Directors may hold their meetings and have one or more offices outside the State of Delaware, and, subject to the provisions of the laws of said state, may keep the books of this Corporation outside said state at such places as may from time to time be designated by the Board of Directors.

We, the undersigned, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true; and we have accordingly hereunto set our respective hands and seals.

Dated at Fullerton, California, this 16th day of October, 1964.

 (Seal)
Kenneth A. McGaw

 (Seal)
Theodore E. Munson

 (Seal)
William D. Randolph

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

Be it remembered, that on this 16th day of October, 1964, personally appeared before me Mariola L. Cahill, a Notary Public, Kenneth A. McGaw, Theodore E. Munson and William D. Randolph, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I having first made known to them and each of them the contents of said certificate, they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposed that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year aforesaid.

(Seal)

Mariola L. Cahill
Notary Public

MARIOLA L. CAHILL
NOTARY PUBLIC
ORANGE CO., CAL.

Mariola L. Cahill
My Commission expires July 27, 1965