

CERTIFICATE OF MERGER

of

FAN COACH CO., INC.

into

W. R. GRACE & CO.

(a Connecticut corporation)
as the Surviving Corporation

1. The name of the surviving corporation in the merger is W. R. GRACE & CO.
2. The Plan of Merger is as follows:

PLAN OF MERGER
OF
FAN COACH CO., INC.
INTO
W. R. GRACE & CO.

Plan of Merger dated as of December 31, 1973 by and between FAN COACH CO., INC., an Indiana corporation (hereinafter called "Fan"), whose principal office and place of business in the State of Indiana is located at 100 State Road No. 9, LaGrange, Indiana 46761 and W. R. GRACE & CO., a Connecticut corporation (hereinafter called "Grace" or the "Surviving Corporation"), whose principal office and place of business in the State of Connecticut is c/o C. T. Corporation System, 799 Main Street, Hartford, Connecticut 06103, (said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations").

WHEREAS, Fan is a corporation organized on December 17, 1958 under the laws of the State of Indiana; and

WHEREAS, Grace is a corporation organized on June 20, 1899 under the laws of the State of Connecticut; and

WHEREAS, the authorized capital stock of Fan consists of 1000 shares of Common Stock without par value, of which there are issued and outstanding on the date hereof 200 shares of said common stock; and

WHEREAS, all of the issued and outstanding capital stock of Fan is owned by Grace; and

WHEREAS, the Boards of Directors of each of the Constituent Corporations deem it advisable that said Constituent Corporations merge into a single corporation pursuant to this Plan and the applicable provisions of the laws of the State of Indiana and of the State of Connecticut; and

WHEREAS, the Boards of Directors of each of the Constituent Corporations have approved this Plan of Merger, in accordance with the provisions of the applicable laws of the States of Indiana and Connecticut; and

WHEREAS, such merger is authorized by the laws of the States of Indiana and Connecticut;

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants herein contained, the Constituent Corporations hereby agree, each with the other, in accordance with the applicable provisions of the laws of the State of Indiana and of the State of Connecticut, that Fan Coach Co., Inc. be merged into W. R. Grace & Co. as the surviving corporation and that the terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect are and shall be as follows:

ARTICLE I

The merger shall become effective (hereinafter referred to as the "effective date of the merger") on December 31, 1973.

ARTICLE II

On the effective date of the merger, Fan shall be merged into Grace, which shall assume all of the obligations of Fan, and the separate corporate existence of Fan shall thereupon cease.

ARTICLE III

The name of the surviving corporation shall be W. R. Grace & Co.

ARTICLE IV

The Certificate of Incorporation of Grace shall not be altered, amended or changed by the merger and shall be the Certificate of Incorporation of the Surviving Corporation until altered, amended or repealed as provided by the laws of Connecticut. The By-Laws of Grace in existence on the effective date of the merger shall remain the By-Laws of the Surviving Corporation until altered, amended or repealed as therein provided and as permitted by the laws of Connecticut.

ARTICLE V

On the effective date of the merger, the capital stock of Fan issued and outstanding shall be cancelled and shall cease to exist.

ARTICLE VI

The total authorized capital stock of Grace shall continue to be the total authorized capital stock of the Surviving Corporation,

until changed as permitted by the laws of Connecticut, and no additional shares of stock shall be issued in connection with the merger.

ARTICLE VII

The parties hereto shall execute and file any and all instruments, and shall do any and all other acts and things necessary or required by law, in order to effect the merger in accordance with the terms hereof.

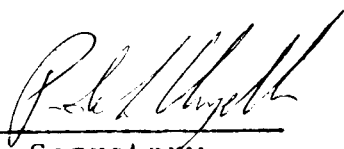
ARTICLE VIII

If at any time prior to the effective date of the merger the Boards of Directors of Fan and of Grace shall determine that it is inadvisable or impractical to consummate the merger, such Boards of Directors may abandon this Plan of Merger and, in such case, this Plan of Merger shall be void and of no effect.

IN WITNESS WHEREOF, the Constituent Corporations have signed this Agreement and their respective corporate seals have been hereunto affixed and attested as of the day and year first above written, pursuant to directions of their respective Boards of Directors.

FAN COACH CO., INC.

Attest:



Assistant Secretary

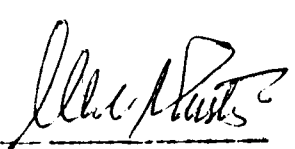
By



President

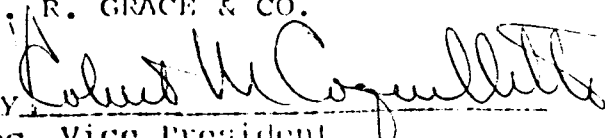
W. R. GRACE & CO.

Attest:



Assistant Secretary

By



Exec. Vice President

3. The Plan of Merger was adopted by the merging corporations in the following manner:

- (a) The Plan was approved by resolution adopted by the Board of Directors of each merging corporation.
- (b) No approval of the shareholders of either merging corporation is required since Fan Coach Co., Inc. is a wholly owned subsidiary of W. R. Grace & Co., and the plan of merger effects no change in the certificate of incorporation of the parent corporation.
- (c) The merger is permitted by the laws of the State of Indiana.

Dated at New York, N. Y. this 12th day of December, 1973.

Corporate Seal

W. R. Grace & Co.

By *Robert M. Coquilletto*
 R. M. Coquilletto
 Executive Vice President

By *Albert A. Eustis*
 Albert A. Eustis
 Assistant Secretary

STATE OF NEW YORK)
) SS.
 COUNTY OF NEW YORK)

Personally appeared R. M. Coquilletto and Albert A. Eustis and made oath to the truth of the above certificate insofar as it pertains to W. R. GRACE & CO., before me.

December 12, 1973

Susan C. Lucarelli
 Notary Public

SUSAN C. LUCARELLI
 Notary Public, State of New York
 No. 24-2417300
 Qualified in Kings County
 Certificate Filed in New York County
 Term Expires March 30, 1975

Corporate Seal.

Fan Coach Co., Inc.

By [Signature]
Charles A. Lynch
President

By [Signature]
P. de la Chapelle
Assistant Secretary

STATE OF NEW YORK)
)SS.
COUNTY OF NEW YORK)

Personally appeared Charles A. Lynch and P. de la Chapelle and made oath to the truth of the above certificate insofar as it pertains to FAN COACH CO., INC., before me.

December 12, 1973

[Signature]
Notary Public

SUSAN C. LUCARELLI
Notary Public, State of New York
No. 21, 1973
Commission Expires 12/31/1975

FILED State of Connecticut

DEC 18 1973 2:20 PM

[Signature] Secretary of State By [Signature]

Rec'd 12/17/73