

AFFIDAVIT OF RESOLUTION

State of California)
County of San Mateo) ss.

PAUL H. HOBBS, being first duly sworn, deposes and says:

1. That he is the secretary of WESTERN POLYMER CORPORATION.
2. That at a meeting of the Board of Directors of said corporation, duly and regularly called and held on November 3, 1969, in accordance with the orders or resolutions of the Board, the bylaws of the corporation, and the laws of the state of incorporation, of which meeting notice was duly and regularly given and at which said meeting a quorum was present and acting, the following preamble and resolutions were duly and regularly adopted by unanimous vote of the directors:

"WHEREAS, this corporation has had presented to it a proposed Agreement of Merger with MENAN STARCH COMPANY, INC., a copy of which is attached hereto and incorporated herein by reference as Exhibit A; now, therefore,

"BE IT RESOLVED, that it is to the best interests of this corporation that the Agreement of Merger be entered into and executed by this corporation in accordance with the terms thereof.

"BE IT FURTHER RESOLVED, that the president and secretary of this corporation be and they are authorized and directed to execute the Agreement of Merger and to do all other acts necessary to complete said merger, and to comply with all the laws of the States affected by this merger."

3. That said resolutions as quoted and recited above have been duly and regularly copied and entered at length in the minutes of said meeting of said Board of Directors.

Paul H. Hobbs Paul H. Hobbs Secretary

Subscribed and sworn to before me this 3rd day of November,
1969.

Notary Public for the State of
California.
My Commission expires



CAROL S. GREENDYKE
NOTARY PUBLIC — CALIFORNIA
PRINCIPAL OFFICE IN
SAN MATEO, CALIFORNIA

My Commission Expires Nov. 15, 1970

AFFIDAVIT OF RESOLUTION

State of California)
County of San Mateo) ss.

PAUL H. HOBBS, being first duly sworn, deposes and says:

1. That he is the secretary of MENAN STARCH COMPANY, INC.
2. That at a meeting of the Board of Directors of said corporation, duly and regularly called and held on November 3, 1969, in accordance with the orders or resolutions of the Board, the bylaws of the corporation, and the laws of the State of incorporation, of which meeting notice was duly and regularly given and at which said meeting a quorum was present and acting, the following preamble and resolutions were duly and regularly adopted by unanimous vote of the directors:

"WHEREAS, this corporation has had presented to it a proposed Agreement of Merger with WESTERN POLYMER CORPORATION, a copy of which is attached hereto and incorporated herein by reference as Exhibit A; now, therefore,

"BE IT RESOLVED, that it is to the best interests of this corporation that the Agreement of Merger be entered into and executed by this corporation in accordance with the terms thereof.

"BE IT FURTHER RESOLVED, that the president and secretary of this corporation be and they are authorized and directed to execute the Agreement of Merger and to do all other acts necessary to complete said merger, and to comply with all the laws of the States affected by this merger."

3. That said resolutions as quoted and recited above have been duly and regularly copied and entered at length in the minutes of said meeting of said Board of Directors.

Paul H. Hobbs Secretary

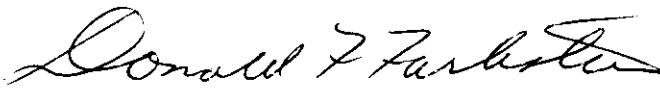
Subscribed and sworn to before me this 3rd day of November,
1969.

Notary Public for the State of
California.
My Commission expires



CAROL S. GREENDYKE
NOTARY PUBLIC — CALIFORNIA
PRINCIPAL OFFICE IN
SAN MATEO COUNTY

I do hereby certify that the shareholders
of Menan Starch Company, Inc., in a duly called
meeting on October 27, 1969, at San Mateo, California,
did, by unanimous vote, authorize by resolution the
merger of said company with Western Polymer Corporation,
a Delaware corporation.


Donald F. Farbstein
Donald F. Farbstein
Assistant Secretary of Menan
Starch Company, Inc.

AGREEMENT OF MERGER

OF

MENAN STARCH COMPANY, INC.
(an Idaho corporation)

INTO

WESTERN POLYMER CORPORATION
(a Delaware corporation)

AGREEMENT OF MERGER made and entered into this 3rd day of November, 1969, by and between MENAN STARCH COMPANY, INC., a corporation of the State of Idaho, and WESTERN POLYMER CORPORATION, a corporation of the State of Delaware, as approved by a resolution adopted by the Board of Directors of each such corporation.

WHEREAS, MENAN STARCH COMPANY, INC. is a corporation of the State of Idaho with its registered office therein located at 251 South Bridge, City of St. Anthony, County of Fremont; and

WHEREAS, the total number of shares of stock which MENAN STARCH COMPANY, INC. has authority to issue is 250, all of which are of one class and of a par value of One Hundred Dollars (\$100.00) each, and 170 of which are issued; and

WHEREAS, WESTERN POLYMER CORPORATION is a corporation of the State of Delaware with its registered office therein located at 229 South State Street, City of Dover, County of Kent; and

WHEREAS, the total number of shares of stock which WESTERN POLYMER CORPORATION has authority to issue is 50,000, all of which are of one class and of a par value of Ten Dollars (\$10.00) each, and 30,000 of which are issued; and

WHEREAS, the laws of the State of Idaho permit a merger of a corporation of that jurisdiction with and into a corporation of another jurisdiction; and

WHEREAS, MENAN STARCH COMPANY, INC. and WESTERN POLYMER CORPORATION and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge MENAN STARCH COMPANY, INC. into WESTERN POLYMER CORPORATION pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth; and

WHEREAS, WESTERN POLYMER CORPORATION is the owner of 100 percent of the issued and outstanding shares of stock of MENAN STARCH COMPANY, INC.

Exhibit A

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of MENAN STARCH COMPANY, INC. and duly approved by a resolution adopted by the Board of Directors of WESTERN POLYMER CORPORATION, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as required by the General Corporation Law of the State of Delaware, as hereinafter in this Agreement set forth.

1. MENAN STARCH COMPANY, INC., which is herein sometimes referred to as the "terminating corporation," is hereby merged into and with WESTERN POLYMER CORPORATION, which shall be the continuing and resulting corporation, and which is hereinafter sometimes referred to as the "surviving corporation."

2. The certificate of incorporation of the surviving corporation shall be the certificate of incorporation of said surviving corporation, and all of the terms and provisions thereof are hereby incorporated in this Agreement of Merger with the same force and effect as if herein set forth in full; and, from and after the effective date of the merger in this Agreement provided for, said certificate of incorporation shall be the certificate of incorporation of the surviving corporation.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until altered or amended as therein provided under the authority of the General Corporation Law of the State of Delaware.

4. The names of the first members of the Board of Directors and of the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation in effect from time to time, are as follows:

NAMES OF FIRST DIRECTORS

James E. Gamlen
Paul H. Hobbs
Nassif Saad

NAMES AND TITLES OF FIRST OFFICERS

James E. Gamlen	-	President
Nassif Saad	-	Vice President
Paul H. Hobbs	-	Secretary-Treasurer
Donald F. Farbstein	-	Assistant Secretary

5. The surviving corporation will not issue any of its shares of stock for the issued shares of stock of the terminating corporation inasmuch as all shares of the terminating corporation issued and outstanding are owned 100 percent by the surviving corporation. All of the issued shares of the terminating corporation shall, upon the effective date of the merger, be surrendered and extinguished. The shares of stock of the surviving corporation shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of stock of the surviving corporation.

6. The terminating corporation and the surviving corporation agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the constituent corporations are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

8. The effective date of the Agreement of Merger, and the date upon which the merger therein agreed upon shall become effective, shall be December 10, 1969.

Executed at San Mateo, Calif., on Nov. 3, 1969

MENAN STARCH COMPANY, INC.

By James E. Zemler Pres

Attest:

Paul S. Shatt

Menan Starch Company, Inc.

WESTERN POLYMER CORPORATION

By James E. Zemler Pres

Attest:

Paul S. Shatt

Western Polymer Corporation