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State of Delaware

Office of the Secretary of State

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DEPARTMENT OF STATE
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CORPORATION 18 10.00= 10.00

I, DANIEL R. GRIFFITH, ACTING SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP OF "RHONE-POULENC BASIC CHEMICALS CO.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING WITH AND INTO "RHONE-POULENC, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1992, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

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ACTING SECRETARY OF STATE

AUTHENTICATION: M Nagurney

DATE: 01/13/1993