

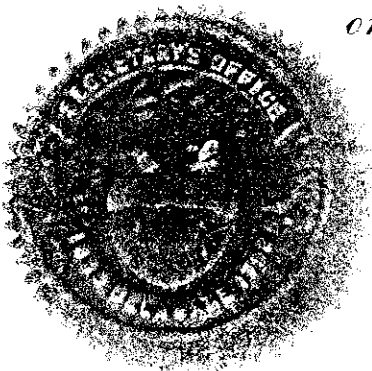


**Office of Secretary of State.**

*I, Robert H. Reed, Secretary of State of the State of Delaware,  
do hereby certify that the above and foregoing is a true and correct copy of*

Certificate of Ownership of the "KOPPERS COMPANY, INC.", a corporation organized  
and existing under the laws of the State of Delaware, merging "GORAY REALTY  
COMPANY", a corporation organized and existing under the laws of the State of  
Tennessee, pursuant to Section 253 of the General Corporation Law of the State  
of Delaware, as received and filed in this office the twenty-seventh day of  
November, A.D. 1974, at 10 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this \_\_\_\_\_ twenty-seventh \_\_\_\_\_ day  
of \_\_\_\_\_ November \_\_\_\_\_ in the year of our Lord  
one thousand nine hundred and \_\_\_\_\_ seventy-four.*



*Robert H. Reed*

Robert H. Reed

Secretary of State

G. A. Biddle

Ass't Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GORAY REALTY COMPANY

INTO

KOPPERS COMPANY, INC.

\*\*\*\*\*

KOPPERS COMPANY, INC., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 30th day of September, 1944, pursuant to the Corporation Act of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares (of each class) of the stock of GoRay Realty Company, a corporation incorporated on the 8th day of December, 1965, pursuant to the Corporation Act of the State of Tennessee.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted on the 28th day of October, 1974, determined to and did merge into itself said GoRay Realty Company:

"RESOLVED, That this Company merge into itself, and it does hereby merge into itself said GoRay Realty Company and assumes all of its liabilities and obligations; and

"RESOLVED FURTHER, That the proper officers of this Company be and they hereby are directed to make and execute a Plan of Merger setting forth a copy of the resolutions to merge said GoRay Realty Company and assume its liabilities and obligations, and the date of adoption thereof and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County, State of Delaware, and to do all acts and things whatsoever within and without the State of Delaware, which may be in anywise necessary or proper to effect such merger, effective on the close of business, November 30, 1974, unless some other date shall be required by law; and

"RESOLVED FURTHER, That the President or any Vice President and the Secretary or any Assistant Secretary of this Company be and they hereby are directed to make and execute a Plan of Merger setting forth a copy of this resolution to merge said GoRay Realty

of the State of Tennessee in the manner required by §48-906 and other applicable sections of the Tennessee Code; and

"RESOLVED FURTHER, That the proper officers of this Company by and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Tennessee, which may in anywise be necessary or proper to effect said merger."

IN WITNESS WHEREOF, said Koppers Company, Inc. has caused this certificate to be signed by W. B. Jackson, its Vice President, and attested by Kenneth R. Long, its Assistant Secretary, this 25th day of November, 1974.

ATTEST:

  
\_\_\_\_\_  
Assistant Secretary

KOPPERS COMPANY, INC.

BY: \_\_\_\_\_  
W. B. Jackson  
Vice President