



Office of Secretary of State.

I, Elisha C. Duker, 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 "ENJAY CHEMICAL COMPANY", a
corporation organized and existing under the laws of the State of
Delaware, merging the "NATIONAL PLASTIC PRODUCTS COMPANY, INC.",
a corporation organized and existing under the laws of the State
of Maryland, 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 September, A.D. 1967, 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 September *in the year of our Lord*
one thousand nine hundred and sixty-seven.

Elisha C. Duker

Secretary of State

M. F. Brown

Asst Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

NATIONAL PLASTIC PRODUCTS COMPANY, INC.

INTO

ENJAY CHEMICAL COMPANY

* * * * *

ENJAY CHEMICAL COMPANY, a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the third day of January 1966 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of NATIONAL PLASTIC PRODUCTS COMPANY, INC., a corporation incorporated on the 17th day of August, 1961 pursuant to the General Corporation Law of the State of Maryland.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 26th day of July, 1967, determined to and did merge into itself said NATIONAL PLASTIC PRODUCTS COMPANY, INC.:

RESOLVED, that ENJAY CHEMICAL COMPANY merge, and it hereby does merge into itself NATIONAL PLASTIC PRODUCTS COMPANY, INC., and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall become effective at the close of business on September 30, 1967; and

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are authorized and directed to make and execute, under the corporate seal of this corporation, a Certificate

of Ownership and Merger, setting forth a copy of the resolutions to merge said NATIONAL PLASTIC PRODUCTS COMPANY, INC. 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 and a certified copy to be recorded in the office of the Recorder of Deeds of New Castle County, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said ENJAY CHEMICAL COMPANY has caused its corporate seal to be affixed and this certificate to be signed by R. K. DIX, its President and R. M. VORIPAIEFF, its Secretary, this 28th day of JULY, 1967.

ENJAY CHEMICAL COMPANY

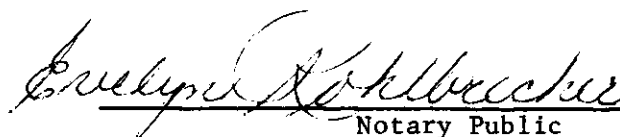
By RK Dix President

By R M Voripareff Secretary

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

BE IT REMEMBERED that on this 28th day of July, A.D. 1967, personally came before me, a Notary Public of the State of New York, R. K. DIX, President and R. M. VORIPAIEFF, Secretary of ENJAY CHEMICAL COMPANY, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and they, the said R. K. DIX and R. M. VORIPAIEFF, as such President and Secretary, respectively, duly executed said certificate before me and severally acknowledged the said certificate to be their act and deed and the act and deed of said corporation and that the facts stated therein are true; that the signatures of the said President and of the said Secretary of said corporation to said foregoing certificate are in the handwriting of said President of said corporation and the Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.


Notary Public

EVELYN KOHLBRECHER
Notary Public, State of New York
No. 24-2169025
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1969