

State of Delaware



Office of Secretary of State.

J. Walton H. Simpson, 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", merging "EXTRUDO
FILM CORPORATION", pursuant to Section 253 of the General Corporation Law of
the State of Delaware, as received and filed in this office the thirty-first day
of October, A.D. 1972, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this thirty-first *day*
of October *in the year of our Lord*
one thousand nine hundred and seventy-two.

Walton H Simpson

Secretary of State

R N Caldwell

Ass't Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

EXTRUDO FILM CORPORATION

INTO

ENJAY CHEMICAL COMPANY

Enjay Chemical Company, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 3rd day of January, 1966, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all the outstanding shares of the stock of Extrudo Film Corporation, a corporation incorporated on the 6th day of December, 1961, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 17th day of October, 1972, determined to and did merge into itself said Extrudo Film Corporation:

RESOLVED, That Enjay Chemical Company merge, and it hereby does merge into itself said Extrudo Film Corporation, and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective at the close of business on October 31, 1972; and

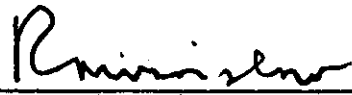
FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Extrudo Film Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy 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.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be terminated and abandoned by the Board of Directors of Enjay Chemical Company at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Enjay Chemical Company has caused this certificate to be signed by R. A. Winslow, its President, and attested by B. C. Clarkson, its Secretary, this 25th day of October, 1972.

ENJAY CHEMICAL COMPANY

By 
President

ATTEST:

By 
Secretary