



The Commonwealth of Massachusetts

*BS*  
Examiner

MICHAEL JOSEPH CONNOLLY  
*Secretary of State*  
ONE ASHBURTON PLACE  
BOSTON, MASS. 02108

FEDERAL IDENTIFICATION NO. 042495499

FEDERAL IDENTIFICATION MNO. 222714596

ARTICLES OF ~~CONSOLIDATION~~ MERGER\*  
PURSUANT TO GENERAL LAWS, CHAPTER 156B, SECTION 79

021  
081

The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114.  
Make checks payable to the Commonwealth of Massachusetts.

~~CONSOLIDATION~~ MERGER\* OF

*Whatman*

Whatman Inc., a Delaware Corporation

*S* Balston, Inc., a Massachusetts corporation

*Reg on* Whatman Specialty Products, Inc.,  
a Delaware corporation

the constituent corporations

into *S* Balston, Inc.

Massachusetts

the ~~resulting~~ surviving\* corporation organized under the laws of  
as specified in the agreement referred to in Paragraph 1 below.

*5204*

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ merger\* has been duly adopted in compliance with the requirements of subsections (b) and (c) of General Laws, Chapter 156B, Section 79, and will be kept as provided by subsection (c) thereof. The ~~resulting~~ surviving\* corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~consolidation~~ merger\* determined pursuant to the agreement referred to in paragraph 1 shall be December 31, 1994.

3. (For a merger)

\*\* The following amendments to the articles of organization of the SURVIVING corporation to be effected pursuant to the agreement of merger referred to in paragraph 1 are as follows:

The Articles of Incorporation of Balston, Inc. are to be amended so that Article 1 is amended and restated in its entirety to read as follows:

~~The purpose of the corporation is to...~~

"The name by which the corporation shall be known is Whatman Inc."

\*Delete the inapplicable words.  
\*\*If there are no provisions state "NONE."

NOTE: If the space provided under article 3 is insufficient, additions shall be set forth on separate 8 1/2 x 11 inch sheets of paper, leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

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(b) The total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized is as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred	—	—	—	—
Common				

\*\* (c) If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established. **None**

\*\* (d) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, for restrictions upon the transfer of shares of stock of any class, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders: **None**

4. (This paragraph 4 may be deleted if the ~~resulting~~ surviving\* corporation is organized under the laws of a state other than Massachusetts.)

The following information shall not for any purpose be treated as a permanent part of the articles of organization of the ~~resulting~~ surviving\* corporation.

(a) The post office address of the principal office of the ~~resulting~~ surviving\* corporation in Massachusetts is: **703 Massachusetts Avenue, Lexington, Massachusetts 02173**

(b) The name, residence and post office address of each of the directors and President, Treasurer and Clerk of the ~~resulting~~ surviving\* corporation is as follows:

	Name	Residence	Post Office Address
President	Jeffrey C. Alpert	12 Tufts Road, Lexington, MA	02173 Same
Treasurer	Richard W. Davis	5 Willard Lane, Lynnfield, MA	01940 Same
Clerk	Richard W. Davis	5 Willard Lane, Lynnfield, MA	01940
Directors	Jeffrey C. Alpert	12 Tufts Road, Lexington, MA	02173 Same
	Colin S. Knight	Dormer House, Holtwood Ave., Aylesford, Kent, England	Same

(c) The date adopted on which the fiscal year of the ~~resulting~~ surviving\* corporation ends is: **December 31**

(d) The date fixed in the by-laws for the Annual Meeting of stockholders of the ~~resulting~~ surviving\* corporation is: **Third tuesday in April**

\*Delete the inapplicable words.

\*\*If there are no provisions state "NONE."

NOTE: If the space provided under article 3 is insufficient, additions shall be set forth on separate 8 1/2 x 11 inch sheets of paper, leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

~~5. (This paragraph 5 may be deleted if the resulting\* surviving\* corporation is organized under the laws of Massachusetts)~~

~~The resulting\* surviving\* corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the resulting\* surviving\* corporation, including... created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.~~

~~\*Delete the inapplicable word.~~

FOR MASSACHUSETTS CORPORATIONS

The undersigned President ~~of~~ ~~President~~ and Clerk ~~of~~ ~~Clerk~~\* of ..... Balston, Inc. ..... a corporation organized under the laws of Massachusetts further state under the penalties of perjury that the agreement of ~~consolidation~~ merger\* referred to in paragraph 1 has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 79.

*[Signature]* ..... President ~~of~~ ~~Vice President~~  
*[Signature]* ..... Clerk ~~of~~ ~~Assistant Clerk~~

~~FOR CORPORATIONS ORGANIZED OTHER THAN IN MASSACHUSETTS~~

The undersigned ..... President ..... † and Assistant Secretary ..... †† of Whatman Inc. ..... a corporation organized under the laws of Delaware ..... further state under the penalties of perjury that the agreement of ~~consolidation~~ merger\* referred to in paragraph 1, has been duly adopted by such corporation in the manner required by the laws of the State of Delaware

..... † President  
..... †† Asst. Secretary

\*Delete the inapplicable words.

†Specify the officer having power and duties corresponding to those of the President or Vice President of a Massachusetts corporation organized under General Laws, Chapter 156B.

††Specify the officer having power and duties corresponding to the Clerk or Assistant Clerk of such a Massachusetts corporation.

(MASS. - 1676)

~~5. (This paragraph 5 may be deleted if the resulting surviving\* corporation is organized under the laws of Massachusetts)~~

~~The resulting\* surviving\* corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the resulting\* surviving\* corporation, including any obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.~~

~~\*Delete the inapplicable words.~~

~~FOR MASSACHUSETTS CORPORATIONS~~

~~The undersigned President ~~XXXXX~~ and Clerk ~~XXXXXX~~ Clerk\* of Balston, Inc. a corporation organized under the laws of Massachusetts further state under the penalties of perjury that the agreement of ~~consolidation~~ merger\* referred to in paragraph 1 has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 79.~~

~~..... President ~~XXXXX~~~~

~~..... Clerk ~~XXXXXX~~~~

FOR CORPORATIONS ORGANIZED OTHER THAN IN MASSACHUSETTS

The undersigned President ..... † and Assistant Secretary ..... ††  
of Whatman Inc.  
..... a corporation organized under the laws of  
Delaware ..... further state under the penalties of perjury that the agreement of ~~consolidation~~ merger\*  
referred to in paragraph 1, has been duly adopted by such corporation in the manner required by the laws of the  
State of Delaware

Lee Matt ..... † President  
Carol Mueller ..... † Asst. Secretary

\*Delete the inapplicable words.

\*Specify the officer having power and duties corresponding to those of the President or Vice President of a Massachusetts corporation organized under General Laws, Chapter 156B.

††Specify the officer having power and duties corresponding to the Clerk or Assistant Clerk of such a Massachusetts corporation.

(MASS. - 1676)

~~5. (This paragraph 5 may be deleted if the resulting surviving corporation is organized under the laws of Massachusetts)~~

The resulting\* surviving\* corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the resulting\* surviving\* corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

\*Delete the inapplicable words.

~~FOR MASSACHUSETTS CORPORATIONS~~

The undersigned President\* Vice President\* and Clerk\* Assistant Clerk\* of Balston, Inc. a corporation organized under the laws of Massachusetts further state under the penalties of perjury that the agreement of ~~consolidation~~ merger\* referred to in paragraph 1 has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 79.

..... President\* Vice President\*

..... Clerk\* Assistant Clerk\*

FOR CORPORATIONS ORGANIZED OTHER THAN IN MASSACHUSETTS

The undersigned President ..... † and Assistant Secretary ..... †† of Whatman Specialty Products, Inc. a corporation organized under the laws of Delaware further state under the penalties of perjury that the agreement of ~~consolidation~~ merger\* referred to in paragraph 1, has been duly adopted by such corporation in the manner required by the laws of the State of Delaware

..... †President

..... †Anst. Secretary

\*Delete the inapplicable words.

†Specify the officer having power and duties corresponding to those of the President or Vice President of a Massachusetts corporation organized under General Laws, Chapter 156B.

††Specify the officer having power and duties corresponding to the Clerk or Assistant Clerk of such a Massachusetts corporation.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF CONSOLIDATION\* MERGER\*

(General Laws, Chapter 156B, Section 79)

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DEC 23 PM 12:54  
CORPORATION DIVISION

I hereby approve the within articles of ~~consolidation~~\* merger\* and, the filing fee in the amount of \$ 250.00 having been paid, said articles are deemed to have been filed with me this 29<sup>th</sup> day of DECEMBER, 19 94

Effective Date

12/31/94

*Michael Joseph Connolly*  
MICHAEL JOSEPH CONNOLLY  
Secretary of State

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE 9-11-98 CLERK SSW

TO BE FILLED IN BY CORPORATION  
Photocopy of Articles of Merger To Be Sent

TO:  
C T CORPORATION SYSTEM  
.....  
2 Oliver Street  
.....  
Boston, Massachusetts 02109  
.....  
(617) 482-4420  
Telephone .....

Copy Mailed

\*Delete the inapplicable words.