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ARTICLES OF MERGER
OF FOREIGN CORPORATION INTO
TENNESSEE RUBBER AND PLASTICS COMPANY

Pursuant to the provisions of Section 48-906 of the Tennessee General Corporation Act, the undersigned domestic and foreign corporation adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. The names of the undersigned corporations and the states under the laws of which each is organized are:

Name of Corporation	State
COLONIAL RUBBER WORKS, INC.	Indiana
TENNESSEE RUBBER AND PLASTICS COMPANY	Tennessee

2. The laws of the state under which such foreign corporation is organized permits such merger.

3. The name of the surviving corporation is TENNESSEE RUBBER AND PLASTICS COMPANY, and it is to be governed by the laws of the State of Tennessee.

4. The attached plan of merger was duly approved at a meeting of the shareholders of the undersigned domestic corporation in the manner prescribed by the Tennessee General Corporation Act on December 15, 1978, and was duly approved by the undersigned foreign corporation on December 15, 1978, in the manner prescribed by the laws of the State under which it is organized.

Dated December 16, 1979.

COLONIAL RUBBER WORKS, INC.

By [Signature]
Edwin J. Gordon, Vice Pres.

TENNESSEE RUBBER AND PLASTICS COMPANY

By [Signature]
Gene Lovorn, Asst. Vice Pres.

PLAN OF MERGER

FIRST: TENNESSEE RUBBER AND PLASTICS COMPANY, a corporation organized under the laws of the State of Tennessee, shall merge with and into itself and assume the liabilities and obligations of COLONIAL RUBBER WORKS, INC., a corporation organized under the laws of the State of Indiana. The name of the surviving corporation is TENNESSEE RUBBER AND PLASTICS COMPANY.

SECOND: Since all of the issued and outstanding shares of TENNESSEE RUBBER AND PLASTICS COMPANY, the surviving corporation, and all of the issued and outstanding shares of COLONIAL RUBBER WORKS, INC., the merging corporation, are owned by ALLEN INDUSTRIES, INC., a Delaware corporation, on the effective date of the merger all of the issued and outstanding shares of COLONIAL RUBBER WORKS, INC., the merging corporation, shall be cancelled and no shares of the surviving corporation shall be issued in exchange therefor.

THIRD: The Articles of Incorporation of TENNESSEE RUBBER AND PLASTICS COMPANY shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The by-laws of TENNESSEE RUBBER AND PLASTICS COMPANY shall be the by-laws of the corporation surviving the merger.

FIFTH: The directors and officers of TENNESSEE RUBBER AND PLASTICS COMPANY shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

WHEREAS, there have been presented to this office for filing, duplicate copies of the Articles of Merger, setting forth the Agreement of Merger, merging

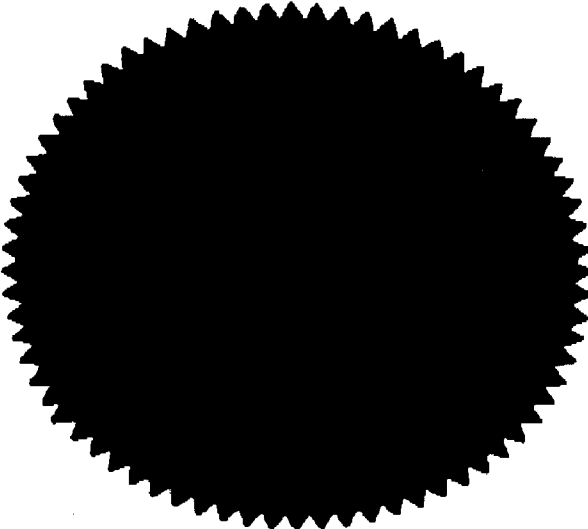
COLONIAL RUBBER WORKS, INC.

an Indiana Corporation, the non-survivor, into

TENNESSEE RUBBER AND PLASTICS COMPANY

a(n) TENNESSEE Corporation, the survivor, ~~not~~/not admitted to do business in the State of Indiana.

NOW, THEREFORE, I, EDWIN J. SIMCOX, Secretary of State of the State of Indiana, do hereby certify that I have this day endorsed my approval upon the duplicate copies of such Articles of Merger so presented, and having received the fees required by law, have filed the required copy in this office endorsed with my approval.



In Witness Whereof, I have hereunto set my hand and affixed
the seal of the State of Indiana, at the City of Indianapolis,
this _____ 22nd _____ day of

JUNE, 19 81

Edwin J. Simcox

EDWIN J. SIMCOX, Secretary of State

By Debra G. Schaub

Deputy

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ARTICLES OF AMENDMENT TO THE CHARTER 2
00247 0058
TENNESSEE RUBBER AND PLASTICS COMPANY

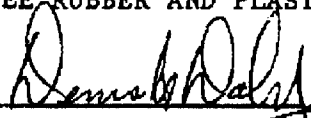
Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

- 1. The name of the corporation is Tennessee Rubber and Plastics Company.
- 2. The amendment adopted is the name of the Corporation is changed to:

COLONIAL RUBBER WORKS, INC.
- 3. The amendment was duly adopted at a meeting of the Directors and the Shareholders on November 11, 1981.
- 4. The amendment is to be effective when these articles are filed by the Secretary of State.

Dated November 11, 1981.

TENNESSEE RUBBER AND PLASTICS COMPANY

By: 

Its: VICE PRESIDENT



Department of State

CERTIFICATE

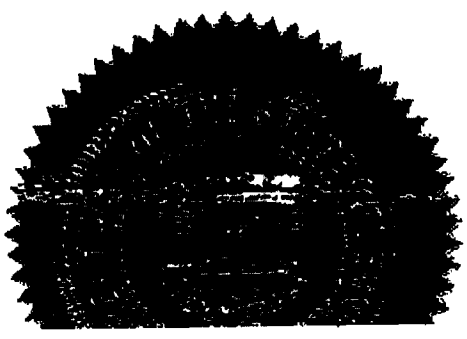
The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of TENNESSEE RUBBER AND PLASTICS COMPANY

(Name of Corporation)

was duly executed in accordance with the Tennessee General Corporation Act, was found to conform to law and was filed by the undersigned, as Secretary of State, on the date noted on the document.

THEREFORE, the undersigned, as Secretary of State, and by virtue of the authority vested in him by law, hereby issues this certificate and attaches hereto the document which was duly filed on November Twelfth, 1981.

Dentry Crowell
Secretary of State *ml*



Incorporation & Qualification

Copy of Agreement and Plan of Reorganization dated 12/15/88 between Colonial Rubber Works, Inc. Day International Corporation Hanna Holdings Company Hanac Corporation

M. A. Hanna Company

whereby Colonial was merged into Day, Day distributes the assets and liabilities of Colonial to Hanna Holdings; Hanna Holdings distributes Colonial's assets and liabilities to Hanac; Hanac distributes Colonial's assets and liabilities to M. A. Hanna.

AGREEMENT AND PLAN OF REORGANIZATION

This Agreement and Plan of Reorganization, dated as of December 15, 1988, among Colonial Rubber Works, Inc., a Tennessee corporation ("Colonial"), Day International Corporation, a Michigan corporation ("Day"), Hanna Holdings Company, a Delaware corporation ("HHC"), Hanac Corporation, a Delaware corporation ("Hanac"), and M. A. Hanna Company, a Delaware corporation ("Hanna")

WITNESSETH

WHEREAS, Day owns all the issued and outstanding shares of Capital Stock of Colonial; and

WHEREAS, HHC owns all the issued and outstanding shares of Capital Stock of Day; and

WHEREAS, Hanac owns all the issued and outstanding shares of Capital Stock of HHC; and

WHEREAS, Hanna owns all the issued and outstanding shares of Capital Stock of Hanac; and

WHEREAS, Hanna desires to reorganize its subsidiary holdings to make its subsidiary, Colonial Rubber Works, Inc., into a division of Hanna in a transaction intended to qualify as a tax free reorganization pursuant to Sections 368 (a)(1)(A), 332, 334, and 381 of the Internal Revenue Code of 1986.

NOW THEREFORE, The parties agree as follows:

1. Merger of Colonial into Day. Pursuant to the provisions of Sections 48-21-104 & 107 of the Tennessee Business Corporation Act and pursuant to the provisions of Sections 21.200(711), et seq., of the Michigan Business Corporation Act, Day and Colonial shall adopt articles of merger for the purpose of merging Colonial into Day (the "Merger"). On the effective date of the Merger, all issued and outstanding shares of Capital Stock of Colonial shall be cancelled. Day, as the surviving corporation, shall continue unaffected and unimpaired by the Merger, and as the surviving corporation shall be governed by the laws of the state of Michigan and succeed to all rights, assets, liabilities and obligations of Colonial. The separate existence and corporate organization of Colonial shall cease on the effective date of the Merger. After the effective date of the Merger, all authorized, issued and outstanding stock of Day shall be the authorized, issued and outstanding stock of the surviving corporation.

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IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed by the duly authorized representatives as of the date first above written.

COLONIAL RUBBER WORKS, INC.

BY John S. Pyke Jr.

DAY INTERNATIONAL CORPORATION

BY Ronald Lomata

HANNA HOLDINGS COMPANY

BY W. Hanna

HANAC CORPORATION

BY W. Hanna

M. A. HANNA COMPANY

BY Ronald Lomata