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**TRADEMARK** 

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Additional Trademark Registration Numbers:

2,187,655

# State of Delaware

PAGE 1

# Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BOSTIK INC.", A DELAWARE CORPORATION,

WITH AND INTO "ATO FINDLEY INC." UNDER THE NAME OF "BOSTIK FINDLEY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2000, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2001.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

TAVE OF THE PROPERTY OF THE PR

Edward J. Freel, Secretary of State

AUTHENTICATION: 0875011

DATE: 12-22-00

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#### CERTIFICATE OF MERGER

#### MERGING

BOSTIK INC., a Delaware corporation

#### INTO

ATO FINDLEY INC., a Delaware corporation

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL")

Ato Findley Inc., a Delaware corporation:

# DOES HEREBY CERTIFY:

FIRST: That the constituent parties to this merger are Ato Findley Inc., a corporation organized and existing under the laws of Delaware ("Surviving Company") and Bostik Inc., a corporation organized and existing under the laws of Delaware (the "Merging Company");

SECOND: That the Surviving Company has approved and executed the Merger Agreement by the unanimous written consent of the Board of Directors and the sole stockholder of the Surviving Company in accordance with the DGCL and the Surviving Company's Certificate of Incorporation and Bylaws;

THIRD: That the Merging Company has approved and executed the Merger Agreement by the unanimous written consent of the Board of Directors and the sole stockholder of the Merging Company in accordance with the DGCL and the Merging Company's Certificate of Incorporation and Bylaws;

FOURTH: That at the Effective Time, the Merging Company will merge with and into Surviving Company. Surviving Company shall be the surviving entity of such merger, and the name of the Surviving Company shall become "Bostik Findley, Inc." The Certificate of Incorporation of Surviving Entity shall remain unchanged except that Article I shall be amended to read in its entirety as follows: "The name of the corporation is Bostik Findley, Inc."

2001;

FIFTH: That the Effective Time shall be 12:01 a.m. EST on January 1,

SIXTH: That the executed Merger Agreement is on file at the place of business of the Surviving Company at 11320 Watertown Plank Road, Wauwatosa, Wisconsin.

SEVENTH: That a copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any stockholder of the Surviving Company and to any stockholder of the Merging Company.

IN WITNESS WHEREOF, Ato Findley Inc. has caused this Certificate of Merger to be signed by Kenneth Rader, Jr., its Vice President, as of this 20th day of December, 2000.

ATO FINDLEY INC

Kenneth C. Rader, Jr. Vice President

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