





# NORTH CAROLINA

## Department of The Secretary of State

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To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF MERGER**  
**OF**  
**CHEMICAL SPECIALTIES, INC.**

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal at the  
City of Raleigh, this 17th day of May, 2001.

*Elaine F. Marshall*

Secretary of State

0-0096426

**FILED**

9:00 AM

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State of North Carolina

Department of the Secretary of State

**ARTICLES OF MERGER OR SHARE EXCHANGE**

EFFECTIVE \_\_\_\_\_

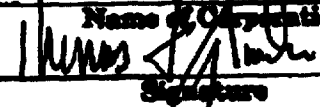
Pursuant to §55-11-06 of the General Statutes of North Carolina, the undersigned, Mineral Research & Development Corp., the surviving corporation in a merger or the acquiring corporation in a share exchange, hereby submits the following Articles of Merger or Share Exchange.

**RUFUS J. EDMISTEN**  
SECRETARY OF STATE  
NORTH CAROLINA  
Corp.

1. The name of the surviving or acquiring corporation is Mineral Research & Development /, a corporation organized under the laws of North Carolina; the name of the merged or acquired corporation is Chemical Specialties, Inc., a corporation organized under the laws of Delaware.
  2. Attached is a copy of the Plan of Merger or Share Exchange that was duly adopted in the manner prescribed by law by the board of directors of each of the corporations participating in the merger or share exchange.
  3. With respect to the surviving/acquiring corporation (check either a or b, whichever is applicable):
    - a.  Shareholder approval was not required for the merger or share exchange.
    - b.  Shareholder approval was required for the merger or share exchange, and the merger or share exchange was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
  4. With respect to the merged/acquired corporation (check either a or b, whichever is applicable):
    - a.  Shareholder approval was not required for the merger or share exchange.
    - b.  Shareholder approval was required for the merger or share exchange, and the merger or share exchange was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
  5. These articles will be effective upon filing, unless a delayed date and/or time is specified: December 3 1993 at 11:59 p.m.
- This the 10th day of December, 1993

MINERAL RESEARCH & DEVELOPMENT CORP.

Name of Corporation



Signature

Thomas J. Riordan/Vice President & General Coun

Type or Print Name and Title

**NOTES:**

1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.
2. Certificate(s) of Merger must be filed pursuant to the requirements of NCGS §47-18.1.

CORPORATIONS DIVISION

300 N. SALEMSTORY ST.

RALEIGH, NC 27603-0000

(N. C. - 1188 - 4/13/92)

Certificate Number: 5585984-2 Page: 2 of 3

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**PLAN OF MERGER**

Plan of Merger (the "Plan") of CHEMICAL SPECIALTIES, INC. ("CSI"), a Delaware corporation, with and into MINERAL RESEARCH & DEVELOPMENT CORP., ("MRDC"), a North Carolina corporation.

The following summarizes the basic terms and conditions of the merger between the aforesaid parties:

**ARTICLE 1**  
**MERGER OF CSI WITH AND INTO MRDC**

1.1 The Merger. At the Effective Time (as hereinafter defined), subject to the terms and conditions of this Plan and pursuant to the provisions of the General Statutes of North Carolina, CSI shall be merged with and into MRDC (the "Merger"), the separate existence of CSI (except as may be continued by operation of law) shall cease, and MRDC shall continue as the surviving corporation. The Merger shall have the effects set forth herein and the effects set forth in the General Statutes of North Carolina.

1.2 Effective Date and Time of Merger. The Articles of Merger shall provide that the Merger shall be effective December 31, 1993 at 11:59 p.m. (the "Effective Date and Time").

**ARTICLE 2**  
**CANCELLATION OF SHARES**

2.1 Cancellation of Shares. At the Effective Date and Time, by virtue of the Merger and without any action on the part of CSI or the holders of each share of \$.01 par value common stock of CSI issued and outstanding immediately prior to the Effective Date and Time shall be cancelled and retired and no payment shall be made with respect thereto. (CSI and MRDC are owned by the same sole shareholder.)

**ARTICLE 3**  
**NAME CHANGE OF SURVIVING CORPORATION**

3.1 Name Change. At the Effective Date and Time, the name of the surviving corporation shall be changed to Chemical Specialties, Inc.

**ARTICLE 4**  
**SHAREHOLDER & BOARD OF DIRECTORS CONSENT**

4.1 The foregoing Plan of Merger was duly adopted by the Shareholders and the Boards of Directors of each respective corporation on the 10<sup>th</sup> day of December, 1993.

POM93.ACP