

Office of the Secretary of State

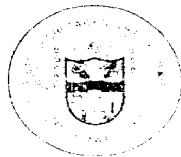
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CI HOLDING CO.", A DELAWARE CORPORATION,

WITH AND INTO "M. A. HANNA COMPANY" UNDER THE NAME OF "M. A. HANNA COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF MAY, A.D. 1998, AT 4:35 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JUNE, A.D. 1998.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

05-22-98

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CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
CI . HOLDING CO.
INTO
M. A. HANNA COMPANY
(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)

M. A. Hanna Company, a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated on the 25th day of March, 1927 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of CI Holding Co., a corporation incorporated on the 21st day of August, 1987, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted as of the 6th day of May, 1998, determined to merge into itself CI Holding Co. on the conditions set forth in such resolutions.

RESOLVED: That M. A. Hanna Company merge into itself its subsidiary, CI Holding Co., a Delaware corporation, and assume all of said subsidiary's liabilities and obligations, effective June 1, 1998;
and

FURTHER RESOLVED: That any Vice President and the Secretary or any Assistant Secretary of this Corporation be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said CI Holding Co. into this Corporation and to assume said subsidiary's liabilities and obligations as of June 1, 1998 and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of the County of New Castle; and

IN WITNESS WHEREOF, said M. A. Hanna Company has caused its corporate seal to be affixed and this certificate to be signed by John S. Pyke, Jr., its Vice President, General Counsel and Secretary, this 5th day of May, 1998.

M. A. HANNA COMPANY

By: John S. Pyke Jr. TWD
John S. Pyke, Jr.
Vice President, General Counsel
and Secretary