

09-09-2002

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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102215318

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

## 1. Name of conveying party(ies):

GiLa River Products, Inc.

- ☐ Individual(s) ☐ Association  
☐ General Partnership ☐ Limited Partnership  
☒ Corporation-State Delaware  
☐ Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

## 3. Nature of conveyance:

- ☐ Assignment ☒ Merger  
☐ Security Agreement ☐ Change of Name  
☐ Other \_\_\_\_\_

Execution Date: September 30, 1991

## 2. Name and address of receiving party(ies)

Name: Martin Processing, Inc.

Internal

Address: P.O. Box 5068

Street Address: \_\_\_\_\_

City: Martinsville State: VA Zip: 24115

- ☐ Individual(s) citizenship \_\_\_\_\_  
☐ Association \_\_\_\_\_  
☐ General Partnership \_\_\_\_\_  
☐ Limited Partnership \_\_\_\_\_  
☒ Corporation-State Delaware  
☐ Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached? ☐ Yes ☒ No

## 4. Application number(s) or registration number(s):

A. Trademark Application No.(s)  
 None

B. Trademark Registration No.(s)  
 See Schedule A

Additional number(s) attached ☒ Yes ☐ No

## 5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark I. Feldman

Internal Address: Piper Rudnick

Street Address: P.O. Box 64807

City: Chicago State: IL Zip: 60664-0807 (Attach duplicate copy of this page if paying by deposit account)

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ 140.00

- ☒ Enclosed  
☒ Any additional fees are authorized to be charged to deposit account

## 8. Deposit account number:

18-2284

DO NOT USE THIS SPACE

## 9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Mark I. Feldman

Name of Person Signing

Signature

Date

DLB

Total number of pages including cover sheet, attachments, and document: 20

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patent & Trademarks, Box Assignments  
 Washington, D.C. 20231

09/10/2002 6TOM11 00000020 1208135

01 FC:481  
02 FC:48240.00 OP  
100.00 OPTRADEMARK  
REEL: 002577 FRAME: 0605

**SCHEDULE A**

<b>MARK</b>	<b>REG. NO.</b>	<b>REG. DATE</b>
GILA	1208135	9/14/82
GILA	1291584	8/28/84
GILA GRAPHICS	1276080	5/1/84
GILA RIVER	1299159	10/9/84
GILA RIVER (AND DESIGN)	1291577	8/28/84

ARTICLES AND AGREEMENT OF MERGER

OF

GILA RIVER PRODUCTS, INC. (A DELAWARE CORPORATION),  
ANDUS, INC. (A DELAWARE CORPORATION), AND  
COURTAULDS PERFORMANCE FILMS OF VIRGINIA, INC.  
(A VIRGINIA CORPORATION)

INTO

MARTIN PROCESSING, INC. (A DELAWARE CORPORATION)

THESE ARTICLES AND AGREEMENT OF MERGER are entered into on September 24, 1991, by Gila River Products, Inc. ("Gila"), a business corporation of the State of Delaware, and approved by resolutions adopted by its Board of Directors and Shareholders effective on said date, Andus, Inc. ("Andus"), a business corporation of the State of Delaware, and approved by resolutions adopted by its Board of Directors and Shareholders effective on said date, Courtaulds Performance Films of Virginia, Inc. ("Courtaulds"), a business corporation of the Commonwealth of Virginia and approved by resolutions adopted by its Board of Directors and Shareholders effective on said date, and Martin Processing, Inc., ("Martin"), a business corporation of the State of Delaware, and approved by resolutions adopted by its Board of Directors and Shareholders effective on said date.

WHEREAS, Gila, Andus and Martin are each business corporations incorporated under the laws of the State of Delaware with their registered offices located at 1209 Orange Street, Wilmington, Delaware, 19901, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Gila has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, the total number of shares of stock which Andus has authority to issue is 70,000, all of which are of one class, without par value; and

WHEREAS, the total number of shares of stock which Martin has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, Courtaulds is a business corporation incorporated under the laws of the Commonwealth of Virginia with its registered office located at 105 Franklin Road, S.W., Roanoke, Virginia, 24011, City of Roanoke, Commonwealth of Virginia; and

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WHEREAS, the total number of shares of stock which Courtaulds has authority to issue is 5,000, all of which are of one class and without par value; and

WHEREAS, the Stock Corporation Act of the Commonwealth of Virginia permits a merger of a business corporation incorporated in the Commonwealth of Virginia with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, Gila, Andus, Courtaulds and Martin and the respective Boards of Directors and Shareholders of each deem it advisable and to the advantage, welfare and best interests of said corporations and their stockholders to merge Gila, Andus and Courtaulds into Martin, pursuant to the provisions of the Stock Corporation Act of the Commonwealth of Virginia and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by said corporations and approved by a resolution adopted by each of their respective Boards of Directors and Shareholders, these Articles and Agreement of Merger state as follows:

#### I. PLAN OF MERGER

1.1 Merger. Gila, Andus and Courtaulds (collectively the "Terminating Corporations") shall, pursuant to the provisions of the Stock Corporation Act of the Commonwealth of Virginia and pursuant to the provisions of the General Corporation Law of the State of Delaware be merged with and into Martin (the "Surviving Corporation"), which shall be the surviving corporation from and after the Effective Date, as hereinafter defined.

1.2 Name of the Surviving Corporation. From and after the Effective Date, the name of the Surviving Corporation shall be "Courtaulds Performance Films, Inc."

1.3 Effect of the Merger. The separate existence of the Terminating Corporations shall cease at the Effective Date in accordance with the provisions of the Stock Corporation Act of the Commonwealth of Virginia and in accordance with the provisions of the General Corporation Law of the State of Delaware.

1.4 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation, except that Article "First" relating to the name of the corporation is hereby amended by deleting Article "First" in its entirety and replacing therefor the following:

"FIRST: The name of the corporation (which is herein referred to as the Company) shall be Courtaulds Performance Films, Inc."

1.5 Bylaws. The present bylaws of the Surviving Corporation will be the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

1.6 Directors. The directors of the Surviving Corporation in office at the Effective Date shall be the members of the Board of Directors of the Surviving Corporation, to serve until the election and qualification of their successors.

1.7 Officers. The officers of the Surviving Corporation in office at the Effective Date shall be the officers of the Surviving Corporation, to serve until the election and qualification of their successors.

1.8 Common Stock of Terminating Corporations. On the Effective Date, by virtue of the merger and without any action on the part of any holder thereof, each share of capital stock of each Terminating Corporation outstanding immediately prior thereto shall be surrendered and extinguished. Every share of treasury stock of each Terminating Corporation shall also be canceled.

1.9 Common Stock of Surviving Corporation. On the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, each share of capital stock of the Surviving Corporation shall remain unchanged, and shall continue to represent one issued share of the Surviving Corporation.

1.10. Effective Date. The merger provided for herein shall be effective on September 30, 1991 at 11:59 p.m.

1.11. Further Assurances. From time to time, as and when required by the Surviving Corporation or its successors and assigns, there shall be executed and delivered on behalf of the Terminating Corporations such deeds and other instruments, and

there shall be taken or caused to be taken by them such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in the Surviving Corporation, the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authorities of each of the Terminating Corporations, and otherwise to carry out the purposes of this Plan of Merger, and the Officers and Directors of the Surviving Corporation are fully authorized in the name of and on behalf of each of the Terminating Corporations or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

1.12. Abandonment. At any time before the Effective Date, this Plan of Merger may be terminated and the merger abandoned by the Board of Directors of the Surviving Corporation or of any of the Terminating Corporations, or both, notwithstanding approval of this Plan of Merger by the shareholders of the Surviving Corporation and the Terminating Corporations.

## II. Shareholder Approval

These Articles and Agreement of Merger were adopted by the unanimous consent of the shareholders of each of Gila River Products, Inc., Andus, Inc., Courtaulds Performance Films of Virginia, Inc., and Martin Processing, Inc.

## III. Effective Date of Articles and Agreement of Merger

These Articles and Agreement of Merger shall become effective at 11:59 p.m. on September 30, 1991.


IN WITNESS WHEREOF, the undersigned declare that the facts herein stated are true as of September 24, 1991.

GILA RIVER PRODUCTS, INC.,  
a Delaware Corporation

By: 

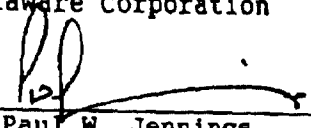
Paul W. Jennings,  
Its Vice-President

Attest:

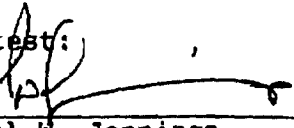
  
Martha T. Wagner,  
Its Assistant Secretary

ANDUS, INC.,  
a Delaware Corporation

By:

  
Paul W. Jennings,  
Its Vice-President

Attest:

  
Paul W. Jennings,  
Its Secretary

COURTAULDS PERFORMANCE FILMS OF  
VIRGINIA, INC.,  
a Virginia Corporation

By:

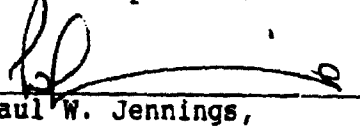
  
Paul W. Jennings,  
Its Vice-President

Attest:

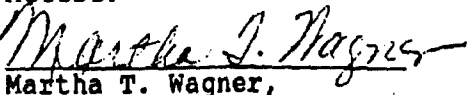
  
Paul W. Jennings,  
Its Secretary

MARTIN PROCESSING, INC.,  
a Delaware Corporation

By:

  
Paul W. Jennings,  
Its Vice-President

Attest:

  
Martha T. Wagner,  
Its Secretary

COMMONWEALTH OF VIRGINIA

County OF Henry

The foregoing instrument was acknowledged before me this 24 day of September, 1991, by Paul W. Jennings, Vice President of Gila River Products, Inc., on behalf of the Corporation, and attested by Martha T. Wagner, Assistant Secretary of Gila River Products, Inc.

My commission expires:

Nov. 30, 1993  
Lena E. Painter  
Notary Public

COMMONWEALTH OF VIRGINIA

County OF Henry

The foregoing instrument was acknowledged before me this 24 day of September, 1991, by Paul W. Jennings, Vice-President of Andus, Inc., on behalf of the Corporation, and attested by Paul W. Jennings, Secretary of Andus, Inc.

My commission expires:

Nov. 30, 1993  
Lena E. Painter  
Notary Public

COMMONWEALTH OF VIRGINIA

County OF Henry

The foregoing instrument was acknowledged before me this 24 day of September, 1991, by Paul W. Jennings, Vice-President of Courtaulds Performance Films of Virginia, Inc., on behalf of the Corporation, and attested by Paul W. Jennings, Secretary of Courtaulds Performance Films of Virginia, Inc.

My commission expires:

Nov. 30, 1993  
Lena E. Painter  
Notary Public



COMMONWEALTH OF VIRGINIA

County OF Henry

The foregoing instrument was acknowledged before me this 24 day of September, 1991, by Paul W. Jennings, Vice-President of Martin Processing, Inc., on behalf of the Corporation, and attested by Martha T. Wagner, Secretary of Martin Processing, Inc.

My commission expires:

Nov. 30, 1993  
June E. Painter  
Notary Public

CERTIFICATE OF SECRETARY  
OF  
GILA RIVER PRODUCTS, INC.

The undersigned, being the Secretary of Gila River Products, Inc. (the "Corporation") does hereby certify that the holders of all of the outstanding stock of the Corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Articles and Agreement of Merger.

Gila River Products, Inc.

By: Martha T. Wagner  
Martha T. Wagner  
Its Assistant Secretary

Dated: September 24, 1991

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CERTIFICATE OF SECRETARY

OF

ANDUS, INC.

The undersigned, being the Secretary of Andus Corporation (the "Corporation") does hereby certify that the holders of all of the outstanding stock of the Corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the Stock Corporation Act of the Commonwealth of Virginia, to the adoption of the foregoing Articles and Agreement of Merger.

Andus, Inc.

By: 

Paul W. Jennings  
Its Secretary

Dated: September 24, 1991

M#70128

CERTIFICATE OF SECRETARY

OF

COURTAULDS PERFORMANCE FILMS OF VIRGINIA, INC.

The undersigned, being the Secretary of Courtaulds Performance Films of Virginia, Inc. (the "Corporation") does hereby certify that the holders of all of the outstanding stock of the Corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the Stock Corporation Act of the Commonwealth of Virginia, to the adoption of the foregoing Articles and Agreement of Merger.

Courtaulds Performance Films of  
Virginia, Inc.

By: 

Paul W. Jennings  
Its Secretary

Dated: September 24, 1991

M#70128

CERTIFICATE OF SECRETARY

OF

MARTIN PROCESSING, INC.

The undersigned, being the Secretary of Martin Processing, Inc. (the "Corporation") does hereby certify that the holders of all of the outstanding stock of the Corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Articles and Agreement of Merger.

MARTIN PROCESSING, INC.

By: Martha T. Wagner  
Martha T. Wagner  
Its Secretary

Dated: September 24, 1991

CERTIFICATE OF CORRECTION OF  
ARTICLES AND AGREEMENT OF MERGER  
OF  
GILA RIVER PRODUCTS, INC. (A DELAWARE CORPORATION),  
ANDUS, INC. (A DELAWARE CORPORATION), AND  
COURTAULDS PERFORMANCE FILMS OF VIRGINIA, INC.  
A VIRGINIA CORPORATION]

INTO

MARTIN PROCESSING, INC. (A DELAWARE CORPORATION)  
(NOW NAMED "COURTAULDS PERFORMANCE FILMS, INC.")

The undersigned corporation, pursuant to Section 103(f) of the Delaware General Corporation law, hereby execute the following Certificate of Correction and hereby certified that:

1. The name of the corporation is Courtaulds Performance Films, Inc., a Delaware Corporation, (hereinafter the "Corporation").
2. The Articles and Agreement of Merger (hereinafter the "Articles") pursuant to which the Corporation is the surviving corporation and which Articles were filed by the Secretary of State of Delaware on September 30, 1991, are hereby corrected.
3. The Articles were an inaccurate record of the corporate action therein referred to. The inaccuracy to be corrected in the Articles is as follows: Andus, Inc., a Delaware corporation, was erroneously listed in the Articles as a party to the merger. Andus, Inc., a Delaware corporation, was not a party to the merger and was incorrectly included in the Articles. Andus Corporation, a California corporation, is the corporation which should have been made a party to the Articles.
4. The Articles are hereby corrected to substitute Andus Corporation, a California corporation, in place of Andus, Inc., a Delaware corporation. The Articles in corrected form are attached hereto as Exhibit A.

COURTAULDS PERFORMANCE FILMS, INC.

By: Paul W. Jennings

Paul W. Jennings,  
Its Vice-President

Attest:

Paul W. Jennings  
Its Secretary

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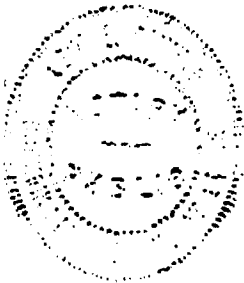
COMMONWEALTH OF VIRGINIA }  
COUNTY OF HENRY }

BE IT REMEMBERED that, on February 21, 1992, before me, a Notary Public, duly authorized by law to take acknowledgment of deeds, personally came PAUL W. JENNINGS, Vice-President of COURTAULDS PERFORMANCE FILMS, INC., who duly signed the foregoing instrument before me and acknowledged that such signing is his act and deed, that such instrument as executed is the act and deed of said corporation, and that the facts stated therein are true.

GIVEN under my hand on February 21, 1992.

  
Notary Public

My Commission Expires: 11/30/93



N#94177

ARTICLES AND AGREEMENT OF MERGER

EXHIBIT A

OF

GILA RIVER PRODUCTS, INC. (A DELAWARE CORPORATION),  
ANDUS CORPORATION (A CALIFORNIA CORPORATION), AND  
COURTAULDS PERFORMANCE FILMS OF VIRGINIA, INC.  
(A VIRGINIA CORPORATION)

INTO

MARTIN PROCESSING, INC. (A DELAWARE CORPORATION)

THESE ARTICLES AND AGREEMENT OF MERGER are entered into on September 24, 1991, by Gila River Products, Inc. ("Gila"), a business corporation of the State of Delaware, and approved by resolutions adopted by its Board of Directors and Shareholders effective on said date, Andus Corporation ("Andus"), a business corporation of the State of California, and approved by resolutions adopted by its Board of Directors and Shareholders effective on said date, Courtaulds Performance Films of Virginia, Inc. ("Courtaulds"), a business corporation of the Commonwealth of Virginia and approved by resolutions adopted by its Board of Directors and Shareholders effective on said date, and Martin Processing, Inc., ("Martin"), a business corporation of the State of Delaware, and approved by resolutions adopted by its Board of Directors and Shareholders effective on said date.

WHEREAS, Gila and Martin are both business corporations incorporated under the laws of the State of Delaware with their registered offices located at 1209 Orange Street, Wilmington, Delaware, 19901, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Gila has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, Andus is a business corporation incorporated under the laws of the State of California with its registered office located at 21034 Osborne Street, Canoga Park, California, 91304, City of Canoga Park; and

WHEREAS, the total number of shares of stock which Andus has authority to issue is 1,000,000 shares of common stock and 1,000,000 shares of preferred stock; and

WHEREAS, the total number of shares of stock which Martin has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, Courtaulds is a business corporation incorporated under the laws of the Commonwealth of Virginia with its registered office located at 105 Franklin Road, S.W., Roanoke, Virginia, 24011, City of Roanoke, Commonwealth of Virginia; and

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WHEREAS, the total number of shares of stock which Courtaulds has authority to issue is 5,000, all of which are of one class and without par value; and

WHEREAS, the Stock Corporation Act of the Commonwealth of Virginia permits a merger of a business corporation incorporated in the Commonwealth of Virginia with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, the State of California permits the merger of a business corporation of another jurisdiction with and into a business corporation of another jurisdiction; and

WHEREAS, Gila, Andus, Courtaulds and Martin and the respective Boards of Directors and Shareholders of each deem it advisable and to the advantage, welfare and best interests of said corporations and their stockholders to merge Gila, Andus and Courtaulds into Martin, pursuant to the provisions of the Stock Corporation Act of the Commonwealth of Virginia and pursuant to the provisions of the General Corporation Law of the State of Delaware and State of California upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by said corporations and approved by a resolution adopted by each of their respective Boards of Directors and Shareholders, these Articles and Agreement of Merger state as follows:

#### I. PLAN OF MERGER

1.1 Merger. Gila, Andus and Courtaulds (collectively the "Terminating Corporations") shall, pursuant to the provisions of the Stock Corporation Act of the Commonwealth of Virginia and pursuant to the provisions of the General Corporation Law of the State of Delaware and State of California be merged with and into Martin (the "Surviving Corporation"), which shall be the surviving corporation from and after the Effective Date, as hereinafter defined.

1.2 Name of the Surviving Corporation. From and after the Effective Date, the name of the Surviving Corporation shall be "Courtaulds Performance Films, Inc."

1.3 Effect of the Merger. The separate existence of the Terminating Corporations shall cease at the Effective Date in accordance with the provisions of the Stock Corporation Act of the Commonwealth of Virginia and in accordance with the provisions of the General Corporation Law of the State of Delaware and State of California.

1.4 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation, except that Article "First" relating to the name of the corporation is hereby amended by deleting Article "First" in its entirety and replacing therefor the following:

"FIRST: The name of the corporation (which is herein referred to as the Company) shall be Courtaulds Performance Films, Inc."

1.5 Bylaws. The present bylaws of the Surviving Corporation will be the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

1.6 Directors. The directors of the Surviving Corporation in office at the Effective Date shall be the members of the Board of Directors of the Surviving Corporation, to serve until the election and qualification of their successors.

1.7 Officers. The officers of the Surviving Corporation in office at the Effective Date shall be the officers of the Surviving Corporation, to serve until the election and qualification of their successors.

1.8 Common Stock of Terminating Corporations. On the Effective Date, by virtue of the merger and without any action on the part of any holder thereof, each share of capital stock of each Terminating Corporation outstanding immediately prior thereto shall be surrendered and extinguished. Every share of treasury stock of each Terminating Corporation shall also be canceled.

1.9 Common Stock of Surviving Corporation. On the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, each share of capital stock of the Surviving Corporation shall remain unchanged, and shall continue to represent one issued share of the Surviving Corporation.

1.10. Effective Date. The merger provided for herein shall be effective on September 30, 1991 at 11:59 p.m.

1.11. Further Assurances. From time to time, as and when required by the Surviving Corporation or its successors and assigns, there shall be executed and delivered on behalf of the Terminating Corporations such deeds and other instruments, and

there shall be taken or caused to be taken by them such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in the Surviving Corporation, the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authorities of each of the Terminating Corporations, and otherwise to carry out the purposes of this Plan of Merger, and the Officers and Directors of the Surviving Corporation are fully authorized in the name of and on behalf of each of the Terminating Corporations or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

1.12. Abandonment. At any time before the Effective Date, this Plan of Merger may be terminated and the merger abandoned by the Board of Directors of the Surviving Corporation or of any of the Terminating Corporations, or both, notwithstanding approval of this Plan of Merger by the shareholders of the Surviving Corporation and the Terminating Corporations.

## II. Shareholder Approval

These Articles and Agreement of Merger were adopted by the unanimous consent of the shareholders of each of Gila River Products, Inc., Andus Corporation, Courtaulds Performance Films of Virginia, Inc., and Martin Processing, Inc.

## III. Effective Date of Articles and Agreement of Merger

These Articles and Agreement of Merger shall become effective at 11:59 p.m. on September 30, 1991.

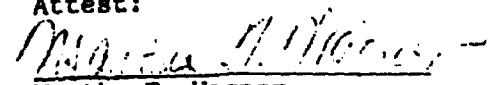
IN WITNESS WHEREOF, the undersigned declare that the facts herein stated are true as of September 24, 1991.

GILA RIVER PRODUCTS, INC.,  
a Delaware Corporation

By: 

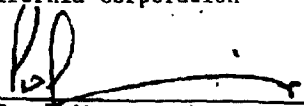
Paul W. Jennings,  
Its Vice-President

Attest:

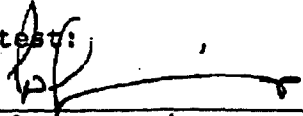
  
Martha T. Wagner,  
Its Assistant Secretary

ANDUS CORPORATION  
a California Corporation

By:

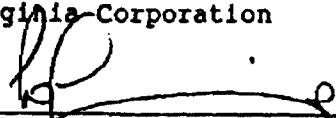
  
Paul W. Jennings,  
Its Vice-President

Attest:

  
Paul W. Jennings,  
Its Secretary

COURTAULDS PERFORMANCE FILMS OF  
VIRGINIA, INC.,  
a Virginia Corporation

By:

  
Paul W. Jennings,  
Its Vice-President

Attest:

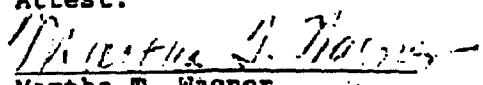
  
Paul W. Jennings,  
Its Secretary

MARTIN PROCESSING, INC.,  
a Delaware Corporation

By:

  
Paul W. Jennings,  
Its Vice-President

Attest:

  
Martha T. Wagner,  
Its Secretary

M#69926

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