

D0586286

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

CERTIFICATE OF DISSOLUTION
OF
HUMIDIAL CORPORATION

DEC 31 1998

The undersigned certify that:

Bill Jones
BILL JONES, Secretary of State

1. They constitute a majority of the directors now in office of Humidial Corporation, a California corporation (the "Corporation").
2. The Corporation has been completely wound up.
3. The Corporation's known debts and liabilities have been adequately provided for by the assumption thereof by the parent and sole shareholder of the Corporation, United Catalysts Inc., a Delaware corporation ("UCI"), 1600 West Hill Street, P.O. Box 32370, Louisville, Kentucky 40232.
4. The known assets of the Corporation have been distributed to the person entitled thereto.
5. UCI will assume the tax liability, if any, of the dissolving corporation as security for the issuance of a tax clearance certificate from the Franchise Tax Board and is responsible for additional corporate taxes, if any, that are assessed and that become due after the date of the assumption of the tax liability.
6. The election to dissolve was made by the affirmative vote of UCI, the sole shareholder of the Corporation and holder of all of the outstanding shares thereof.
7. The Corporation is dissolved on December 31, 1998.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge. This certificate was executed by the undersigned this 15th day of December, 1998, in Louisville, Kentucky.

C. Bert Knight

C. Bert Knight, Director

William J. Monin

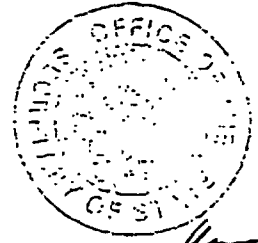
William J. Monin, Director

Frank W. Wathen

Frank W. Wathen, Director



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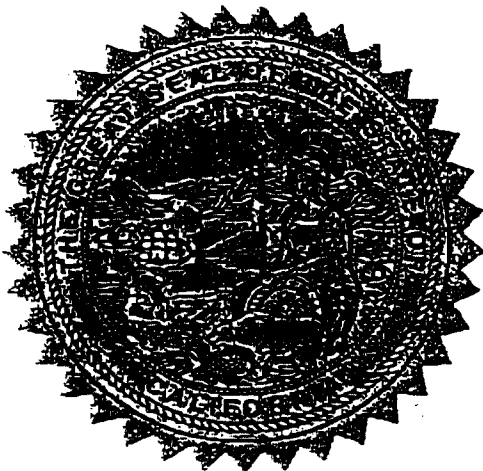


SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



1999 9 1999

Bill Jones

Secretary of State