

03-10-2003

FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



To the Honorable Commissioner of Patents and Trademarks

102385084

or copy thereof.

1. Name of conveying party(ies): Ausimont, U.S.A., Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of: 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: January 3, 2003

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

Name: Solvay Solexis, Inc.
Internal Address:
Street Address: 10 Leonard Lane
City: Thorofare State: New Jersey Zip: 08086

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State of: Delaware
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation 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). B. Trademark Registration No(s). 1917487 for FLUOROLINK

Additional numbers attached? Yes No

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

Name: Mark A. Montana, Esq.
Internal Address: Norris, McLaughlin & Marcus
Street Address: P.O. Box 1018
City: Somerville State: New Jersey Zip: 08876-1018

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41):\$265
 Enclosed Authorized to be charged to deposit account
Please charge any additional applicable fees to the deposit account indicated in answer (8).

8. Deposit account number: 14-1263
(Attach duplicate copy of this page if paying by deposit account)

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.

Shauna K. Sund
Name of Person Signing

Signature

March 4, 2003
Date

Total number of pages comprising cover sheet: 2

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

03/07/2003 LMEILLER 00000100 1917487

01 FC:1521
02 FC:1522

40.00 OP
225.00 OP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 002686 FRAME: 0722

SCHEDULE OF TRADEMARKS

For: Change of Name
From: Ausimont, U.S.A., Inc.
To: Solvay Solexis, Inc.

<u>REG. NO.</u>	<u>TRADEMARK</u>
1850171	FOMBLIN
1851017	FOMBLIN A
0947059	HALAR
0757975	HALON
2077766	HYLAR
1860208	HYLAR 5000
2167134	PERFLUOROSOLV
0938408	POLYMIST
2313931	VATAR

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
AUSIMONT U.S.A., INC.**

Ausimont U.S.A., Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1 The name of the Corporation is Ausimont U.S.A., Inc.

The date of filing its original Certificate of Incorporation with the Secretary of State was March 31, 1986.

2 This Amended and Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation by: amending Article FIRST to change the name of the Corporation to Solvay Solexis, Inc.; amending Article SECOND to change the name and address of the corporation's registered agent; amending Article FOURTH to change the corporation's class, number of shares and par value; and adding Articles NINTH and TENTH.

3. This Amended and Restated Certificate of Incorporation was duly adopted by unanimous written consent of the sole stockholder in lieu of a meeting in accordance with the provisions of Sections 228, 242, and 245 of the General Corporation Law of Delaware and shall be effective as of January 1, 2003 for accounting purposes.

4. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended to read in full as follows:

FIRST. The name of the corporation is Solvay Solexis, Inc.

SECOND. The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, DE 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD: The nature of the business or purpose to be conducted or promoted by the corporation is as follows:

- (a) To engage in the business of developing, investing in, marketing, manufacturing, and selling chemical and related products.
- (b) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The aggregate number of shares of all classes which the corporation shall have authority to issue is 1,000 shares of common stock having a par value of \$.01 per share.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:30 PM 01/03/2003
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**TRADEMARK
REEL: 002686 FRAME: 0724**

FIFTH: The name and mailing address of the sole incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Robert J. Cobuzzi	128 Roberts Road Walham, MA 02254

SIXTH: In furtherance of and not in limitation of powers conferred by statute, it is further provided:

1. Election of directors need not be by written ballot.
2. The Board of Directors is expressly authorized to adopt, amend, or repeal the By-laws of the Corporation.

SEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or classes of stockholders, of this corporation, as the case may be, and also on this corporation.


EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and the Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

NINTH: Except as otherwise provided by statute, any action that might have been taken at a meeting of stockholders by a vote of the stockholders may be taken with the written consent of stockholders owning (any by such written consent, voting) in the aggregate not less than the minimum percentage of the total number of shares that by statute, this Certificate of Incorporation, the bylaws of the corporation or an agreement of all of the stockholders are required to be voted with respect to such proposed corporate action; provided, however, that the written consent of a stockholder who would not have

been entitled to vote upon the action if a meeting were held shall not be counted; and further provided, that prompt notice shall be given to all stockholders of the taking of such corporate action without a meeting if less than unanimous written consent of all stockholders who have been entitled to vote on the action if a meeting were held is obtained.

TENTH: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for such liability as is expressly not subject to limitation under the Delaware General Corporation Law, as the same exists or may hereafter be amended to further limit or eliminate such liability. Moreover, the corporation shall, to the fullest extent permitted by law, indemnify any and all officers and directors of the corporation, and may, to the fullest extent permitted by law or to such lesser extent as is determined in the discretion of the Board of Directors, indemnify any and all other persons whom it shall have the power to indemnify from and against all expenses, liabilities or other matters arising out of their status as such or their acts, omissions or services rendered in such capacities. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 3rd day of January, 2003.


Michael Lacey
President

[CORPORATE SEAL]

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "AUSIMONT U.S.A., INC.", CHANGING ITS NAME FROM "AUSIMONT U.S.A., INC." TO "SOLVAY SOLEXIS, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JANUARY, A.D. 2003, AT 3:30 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2187529

DATE: 01-06-03

RECORDED: 03/04/2003

TRADEMARK
REEL: 002686 FRAME: 0727