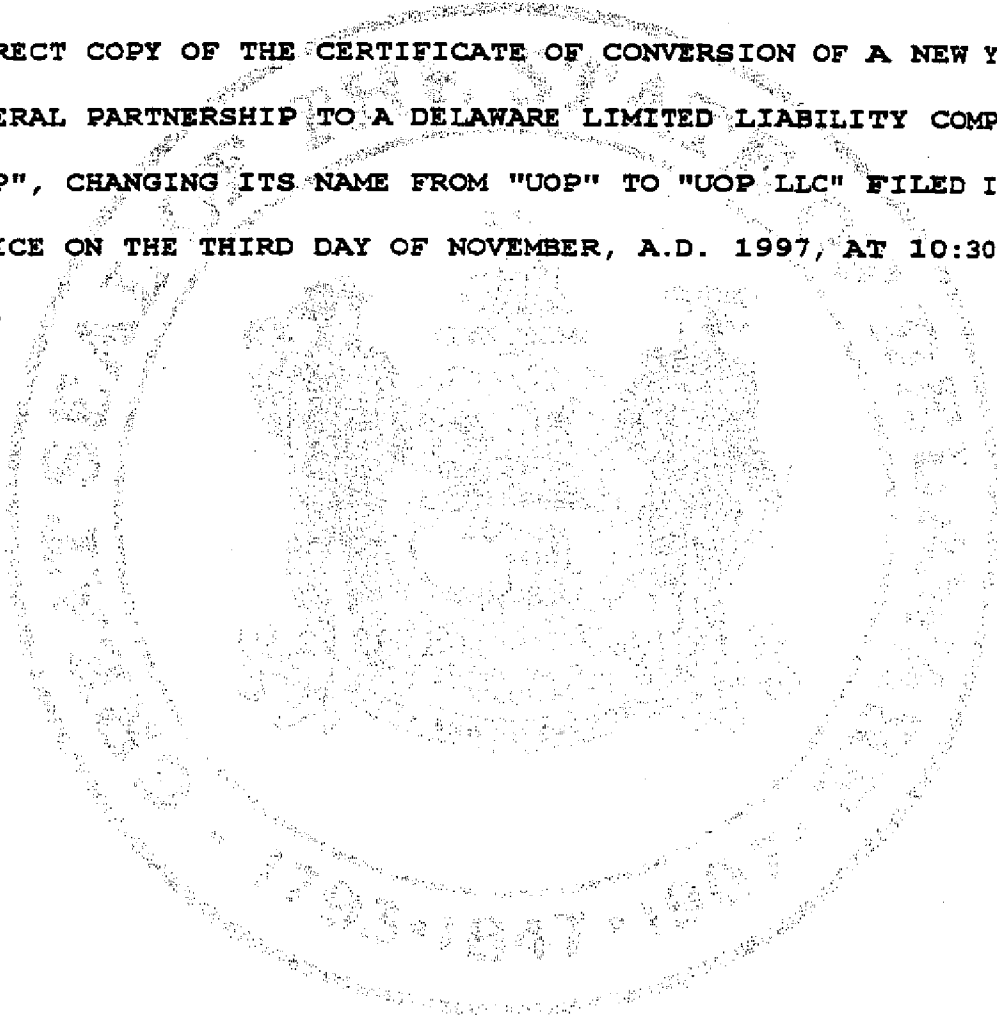


State of Delaware

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A NEW YORK GENERAL PARTNERSHIP TO A DELAWARE LIMITED LIABILITY COMPANY OF "UOP", CHANGING ITS NAME FROM "UOP" TO "UOP LLC" FILED IN THIS OFFICE ON THE THIRD DAY OF NOVEMBER, A.D. 1997, AT 10:30 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2816036 8100V

DATE: 9369862

981409806

TRADEMARK 10-23-98

REEL: 002929 FRAME: 0865

CERTIFICATE OF CONVERSION OF
UOP
TO A LIMITED LIABILITY COMPANY

Pursuant to

§ 18-214 of the Delaware Limited Liability Company Act

The undersigned, being authorized to execute and file this Certificate of Conversion, hereby certifies that:

FIRST: The name of the general partnership to be converted to a limited liability company is UOP, a New York general partnership, organized pursuant to a Partnership Agreement, dated as of August 22, 1988.

SECOND: The name of the general partnership to be converted to a limited liability company at the time immediately prior to the filing of this Certificate of Conversion is UOP.

THIRD: The name of the limited liability company, as set forth in the Certificate of Formation filed with the Secretary of State of the State of Delaware, is UOP LLC.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion of UOP this 3rd day of November, 1997.

UOP

By: *M. D. Winfield*
Name: Michael D. Winfield
Title: President