

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Rhone-Poulenc Specialty Chemicals Co.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

Citizenship (see guidelines) _____

Execution Date(s) December 21, 1994

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Rhone-Poulenc Inc.

Internal _____

Address: _____

Street Address: 259 Prospect Plains Road

City: Cranbury

State: New Jersey

Country: U.S.A. Zip 08512-7500

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other _____ Citizenship Delaware

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

804,945; 813,262

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Thomas A. Kain, Esq.

Internal Address: Suite 1600

Street Address: 101 East 52nd Street

City: New York

State: New York Zip: 10022

Phone Number: (212) 935-5700

Fax Number: (212) 935-5728

Email Address: _____

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 6112
Expiration Date 09/06

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:



Signature

October 8, 2004

Date

Thomas A. Kain

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 12

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$65.00 0804945

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"RHONE-POULENC SPECIALTY CHEMICALS CO.", A DELAWARE CORPORATION,

WITH AND INTO "RHONE-POULENC INC." UNDER THE NAME OF "RHONE-POULENC INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1994, AT 3 O'CLOCK P.M.

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



Edward J. Freel
Edward J. Freel, Secretary of State

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944260144

AUTHENTICATION: 7158998
DATE: 12-30-94

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING**

**RHONE-POULENC SPECIALTY CHEMICALS CO.
(A Delaware Subsidiary Corporation)**

INTO

**RHONE-POULENC INC.
(A New York Parent Corporation)**

To: Secretary of State,
State of Delaware

RHONE-POULENC INC., a corporation organized and existing under the laws of the State of New York,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 26th day of March, 1948, pursuant to the Business Corporation Law of the State of New York, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all of the outstanding shares of the stock of RHONE-POULENC SPECIALTY CHEMICALS CO., a corporation incorporated on the 18th day of November, 1992, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members dated December 21, 1994, filed with the minutes of the Board, determined to and does merge into itself said RHONE-POULENC SPECIALTY CHEMICALS CO.:

RESOLVED, that Rhone-Poulenc Specialty Chemicals Co. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Rhone-Poulenc Specialty Chemicals Co. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Rhone-Poulenc Specialty Chemicals Co. in its name; and be it further

RESOLVED, that the officers of the Corporation are hereby each authorized and directed, on behalf of the Corporation, to take all such steps and to do and authorize to be done all such acts and things as may be necessary or advisable or convenient and proper for the purpose of carrying out the foregoing resolution and the intent thereof, and for the purpose of fully effectuating and carrying out the merger referred to in the foregoing resolution; and be it further

RESOLVED, that this Corporation assume all of the obligations of Rhone-Poulenc Specialty Chemicals Co.; and be it further

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the state of Delaware, by the laws of the State of New York, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Rhone-Poulenc Specialty Chemicals Co. and of this Corporation and in any other appropriate jurisdiction; and be it further

RESOLVED, that the merger shall become effective on December 31, 1994.

FOURTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of RHONE-POULENC SPECIALTY CHEMICALS CO., as well as for the enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Rhone-Poulenc Inc., Attn: Legal Department, CN 5266, Princeton, NJ, 08543-5266 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to RHONE-POULENC INC. at the above address.

IN WITNESS WHEREOF, said RHONE-POULENC INC. has caused this certificate to be signed by its Vice President and attested to by its Assistant Secretary, this 21st day of December, 1994.

RHONE-POULENC INC.

By 
Thomas F. Kirk,
Vice President

ATTEST:

By 
John H. Intomas,
Asst. Secretary

[SEAL]

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CERTIFICATE

OF MERGER

OF

RHONE-POULENC SPECIALTY CHEMICALS CO.
(A Delaware Corporation)

INTO

RHONE-POULENC INC.
(A New York Corporation)

UNDER SECTION 905 AS AUTHORIZED BY SECTION 907 OF THE NEW YORK BUSINESS CORPORATION LAW

To the Secretary of State,
State of New York

RHONE-POULENC INC., pursuant to the provisions of Section 905 as authorized by Section 907 of the New York Business Corporation Law hereby certifies as follows:

1. **RHONE-POULENC INC., a corporation organized under the laws of the State of New York, which was incorporated under the name "Rhodia Inc." (the "Surviving Corporation"), owns all of the outstanding shares of RHONE-POULENC SPECIALTY CHEMICALS CO., a corporation organized under the laws of the State of Delaware (the "Subsidiary Corporation").**

2. **As to the Subsidiary Corporation, the designation and number of outstanding shares of each class and the number of such shares owned by the Surviving Corporation are as follows:**

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Rhone-Poulenc Specialty Chemicals Co.	100 - Common	100

3. (a) **The Certificate of Incorporation of the surviving Corporation was filed in the Department of State on the 26th day of March, 1948.**

(b) **The Subsidiary Corporation was incorporated under the laws of the State of Delaware on the 18th day of November, 1932.**

(c) The merger is permitted by the laws of the state of incorporation of the Subsidiary Corporation and is in compliance therewith.

4. The Surviving Corporation owns all of the outstanding shares of the Subsidiary Corporation to be merged.

5. The merger shall be effective on the 31st day of December, 1994.

6. The Plan of Merger was adopted by Unanimous Written Consent of the Board of Directors of the Surviving Corporation.

IN WITNESS WHEREOF, this Certificate of Merger has been signed on the 21st day of December, 1994 and the statements contained herein are affirmed as true under penalties of perjury.

RHONE-POULENC INC.

By: 

Thomas F. Kirk,
Vice-President

By: 

John M. Iatesta,
Assistant Secretary

STATE OF NEW JERSEY)
COUNTY OF MIDDLESEX) SS.

I, Gladys S. Lankford, a notary public of the State of New Jersey, do hereby certify that on the 31st day of December, 1994, personally appeared before me THOMAS F. KIRK, who, being by me first duly sworn, declared that he is a Senior Vice President of Rhone-Poulenc Inc., that he signed the attached document as an officer of Rhone-Poulenc Inc, that the execution of said document was of his free act and deed and that the statements contained therein are true to the best of his knowledge.

Gladys S. Lankford
GLADYS S. LANKFORD
Notary Public, State of New Jersey
County of Middlesex
Commission Expires October 16, 1997

LEGAL-

STATE OF NEW JERSEY)
COUNTY OF MIDDLESEX) SS.

I, Gladys S. Lankford, a notary public of the State of New Jersey, do hereby certify that on the 21st day of December, 1994, personally appeared before me John M. Intesta, who, being by me first duly sworn, declared that he is the Assistant Secretary of Rhone-Poulenc Inc., that he signed the attached document as an officer of Rhone-Poulenc Inc, that the execution of said document was of his free act and deed and that the statements contained therein are true to the best of his knowledge.



GLADYS S. LANKFORD
Notary Public, State of New Jersey
County of Middlesex
Commission Expires October 15, 1997

**PLAN OF
MERGER
* * ***

EXHIBIT A

Pursuant to the provisions of the Delaware General Corporation Law and Section 905 as authorized by Section 907 of the New York Business Corporation Law the Surviving Corporation and the Subsidiary Corporation, both as defined below, set forth the following:

FIRST: RHONE-POULENC INC., a corporation organized under the laws of the State of New York, which was incorporated under the name "Rhodia Inc." (the "Surviving Corporation"), owns all of the outstanding shares of each class of stock of RHONE-POULENC SPECIALTY CHEMICALS CO., a corporation organized under the laws of the State of Delaware (the "Subsidiary Corporation").

SECOND: The Surviving Corporation and the Subsidiary Corporation shall, pursuant to the provisions of the Delaware General Corporation Law and Section 905 of the New York Business Corporation Law, be merged with and into a single corporation, to wit, the Surviving Corporation, which shall be the surviving corporation upon the effective date of the merger in the jurisdiction of its organization and which shall continue to exist under its present name pursuant to the provisions of the New York Business Corporation Law. The separate existence of the Subsidiary Corporation, shall cease upon the effective date of the merger in accordance with the provisions of the Delaware General Corporation Law.

THIRD: As to the Subsidiary Corporation, the designation and number of outstanding shares of each class and the number of such shares owned by the Surviving Corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by survivor</u>
Rhone-Poulenc Specialty Chemicals Co.	100 - Common	100 - Common

FOURTH: The terms and conditions of the proposed merger are as follows:

(i) The Certificates of Incorporation of the Surviving Corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the New York Business Corporation Law.

(ii) The present bylaws of the surviving corporation will be the bylaws of said 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 New York Business Corporation Law.

(iii) The directors and officers in office of the Surviving Corporation upon the effective date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

(iv) Each issued share of the Subsidiary Corporation shall, upon the effective date of the merger, be canceled. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

(v) In the event that this Plan of Merger shall have been fully approved and adopted upon behalf of the Subsidiary Corporation in the manner prescribed by the provisions of the Delaware General Corporation Law, and, in the event that this Plan of Merger shall have been duly authorized and adopted upon behalf of the Surviving Corporation in accordance with the provisions of the New York Business Corporation Law and that the merger of the Subsidiary Corporation with and into the surviving Corporation shall have been fully authorized in accordance with the provisions of said New York Business Corporation Law, the Subsidiary Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and the laws of the State of New York and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

(vi) Any officer of the Subsidiary Corporation and any officer of the Surviving Corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the Delaware General Corporation Law and the New York Business Corporation Law; and the Board of Directors and the proper officers of the Subsidiary Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for.

FIFTH: The foregoing Plan of Merger was duly adopted by the Board of Directors of the Surviving Corporation as of December 2/5, 1994.

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