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CERTIFICATE OF MERGER

OF

WECHCO, INC.

AND

WEST CHEMICAL PRODUCTS, INC.

INTO

PENETONE CORPORATION

UNDER SECTION 907 OF THE NEW YORK BUSINESS CORPORATION LAW

The undersigned, being, respectively, authorized officers of Wechco, Inc., a corporation organized in the State of New York, West Chemical Products, Inc., a corporation organized in the State of New York, and Penetone Corporation, a corporation organized in the State of New Jersey, do hereby certify and set forth as follows:

1. The name of each constituent corporation is as follows: (a) Wechco, Inc. ("Wechco"), a corporation organized in the State of New York, (b) West Chemical Products, Inc. ("West"), a corporation organized in the State of New York, and (c) Penetone Corporation ("Penetone"), a corporation organized in the State of New Jersey.
2. The name of the surviving corporation is Penetone Corporation, a corporation of the State of New Jersey (sometimes referred to herein as "Survivor" or "surviving corporation").
3. The designation, number and voting rights of the outstanding shares of each class and series of the constituent corporations is as follows:

Name of Corporation	Designation and Number of Outstanding Shares
Wechco, Inc.	382,000 shares of common stock
West Chemical Products, Inc.	1,366,068 shares of common stock
Penetone Corporation	48,401 shares of common stock

4. (a) The jurisdiction of incorporation of Wechco is the State of New York, and the date of incorporation is December 10, 1982, and (b) the jurisdiction of incorporation of West is the State of New York, and the date of incorporation is July 14, 1899 under the name West Disinfecting Company.
5. The Certificate of Incorporation of the surviving corporation was filed in the State of New Jersey on January 16, 1976. The surviving corporation is and has been qualified to transact business as a foreign corporation in the State of New York since August 15, 2000.
6. The merger herein certified was authorized in respect of the merged corporations by written consent of the holders of all outstanding shares of the corporations entitled to vote on the plan of merger.
7. The surviving corporation hereby agrees that it may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation, previously amenable to suit in this state, which is a constituent corporation in such merger, and for the enforcement of the right of shareholders of any subsidiary domestic corporation to receive payment for their shares against the surviving corporation.
8. The surviving corporation hereby agrees that, subject to the provisions of Section 623 of the New York Business Corporation Law, it will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of this chapter.
9. The surviving corporation hereby designates the Secretary of State as the agent of the corporation upon whom process against it may be served. The post-office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is Corporate Service Company, 80 State Street, Albany, New York 12207, Attention: President.
10. The merger is permitted by the laws of the jurisdiction of each constituent foreign corporation and is in compliance therewith.
11. All fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by each constituent domestic corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by each constituent domestic corporation. The said report, if estimated, is subject to amendment. The surviving foreign corporation agrees that it will within 30 days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the

State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by each constituent domestic corporation.

12. The merger shall be effective on the 30th day of November, 2002.

Executed on this 15 day of November, 2002.

WECHCO, INC.

By: Bruce Muretta
Name: BRUCE MURETTA
Title: TREASURER

WEST CHEMICAL PRODUCTS, INC.

By: Bruce Muretta
Name: BRUCE MURETTA
Title: TREASURER

PENETONE CORPORATION

By: Bruce Muretta
Name: BRUCE MURETTA
Title: TREASURER

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Certificate of Merger

of

Wechco, Inc.

and

West Chemical Products, Inc.

into

Penetone Corporation

Under Section 907 of the New York Business Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE

NOV 25 2002

FILED
TAX S
BY:

[Signature]

NAS

**Loeb & Loeb LLP
345 Park Avenue
New York, NY 10154-0037**

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DRAWDOWN

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REEL: 002997 FRAME: 0161

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **NOVEMBER 29, 2002**



A handwritten signature in black ink, appearing to read "R. M. A. S.", is written over the printed title.

Secretary of State

DOS-200 (Rev. 03/02)

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

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ENTITY NAME: PENETONE CORPORATION

DOCUMENT TYPE: MERGER (FOR. BUSINESS)
PROCESS

COUNTY: NASS

SERVICE COMPANY: NATIONAL CORPORATE RESEARCH LTD.

SERVICE CODE: 26

CONSTITUENT NAME: WECHCO, INC. (ET AL)

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FILED:11/25/2002 DURATION:***** CASH#:021125000865 FILM #:021125000840

ADDRESS FOR PROCESS

EFFECT DATE

CORPORATE SERVICE COMPANY
ATTENTION: PRESIDENT
ALBANY, NY 12207

80 STATE STREET

11/30/2002

REGISTERED AGENT

FILER	FEES		PAYMENTS	
		145.00		145.0
	FILING	60.00	CASH	0.0
LOEB & LOEB LLP	TAX	0.00	CHECK	0.0
345 PARK AVENUE	CERT	0.00	CHARGE	0.0
	COPIES	10.00	DRAWDOWN	145.0
NEW YORK, NY 10154-0037	HANDLING	75.00	BILLED	0.0
			REFUND	0.0

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CERTIFICATE OF MERGER**OF****WECHCO, INC.****and****WEST CHEMICAL PRODUCTS, INC.****INTO****PENETONE CORPORATION**

Pursuant to the provisions of Sections 14A:10-1 and 14A:10-7 of the New Jersey Business Corporation Act, it is hereby certified that:

FIRST: The names of the merging corporations are **Wechco, Inc. ("Wechco")**, a corporation organized under the laws of the State of New York, **West Chemical Products, Inc. ("West")**, a corporation organized under the laws of the State of New York, and **Penetone Corporation ("Penetone")**, a corporation organized under the laws of the State of New Jersey.

SECOND: Attached hereto and made a part hereof is the Plan of Merger for merging **Wechco** and **West** with and into **Penetone** as approved by the Board of Directors of each of the constituent corporations.

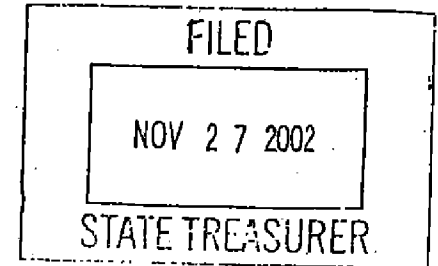
THIRD: All of the shareholders of the constituent corporations entitled to vote approved the Plan of Merger pursuant to their written consents without a meeting of shareholders; and the number of shares represented by such consents is 382,000 on behalf of **Wechco**, 1,366,068 on behalf of **West**, and 48,401 on behalf of **Penetone**. The date of said consents and approval was November 15, 2002.

FOURTH: The applicable provisions of the laws of the jurisdiction of organization of **Wechco** and **West** relating to the merger of **Wechco** and **West** with and into **Penetone** will have been complied with upon compliance with any of the filing and recording requirements thereof.

FIFTH: **Penetone** will continue its existence as the surviving corporation under its present name pursuant to the provisions of the New Jersey Business Corporation Act.

SIXTH: Upon the effective date of the Merger, Article "THIRD" of the Certificate of Incorporation of **Penetone** shall be amended and restated in its entirety to read as follows:

NY215821.5



"THIRD: The aggregate number of shares which the corporation shall have the authority to issue is three hundred thousand (300,000), and the par value of each such share is \$.001."

SEVENTH: The merger shall be effective on the 30th day of November, 2002.

Executed on this 15 day of November, 2002.

WECHCO, INC.

By: Bruce Muretta
Name: BRUCE MURETTA
Title: ~~TREASURER~~
V-President

WEST CHEMICAL PRODUCTS, INC.

By: Bruce Muretta
Name: BRUCE MURETTA
Title: ~~TREASURER~~
V-President

PENETONE CORPORATION

By: Bruce Muretta
Name: BRUCE MURETTA
Title: ~~TREASURER~~
V-President

PLAN OF MERGER dated November 15, 2002 by and among each of Wechco, Inc. ("Wechco"), a business corporation organized under the laws of the State of New York, West Chemical Products, Inc. ("West"), a business corporation organized under the laws of the State of New York and a wholly-owned subsidiary of Wechco, and Penetone Corporation ("Penetone"), a business corporation organized under the laws of the State of New Jersey and a wholly-owned subsidiary of West.

1. Wechco, West, and Penetone shall, pursuant to the provisions of the New York Business Corporation Law and the provisions of the New Jersey Business Corporation Act, be merged into a single corporation, to wit, Penetone, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of New Jersey Business Corporation Act. The separate existence of Wechco and West, which are sometimes hereinafter collectively referred to as the "terminating corporations", shall cease upon the effective date of the merger in accordance with the provisions of the New York Business Corporation Law.
2. The Certificate of Incorporation of the surviving corporation upon the effective date of the merger 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 Jersey Business Corporation Act; provided, however, that as set forth in Article Sixth of the Merger Certificate, the Certificate of Incorporation of the surviving corporation shall be amended to increase the number of authorized shares to three hundred thousand shares (300,000), \$.001 par value.
3. 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 Jersey Business Corporation Act.
4. The directors and officers in office of the surviving corporation upon the complete effective date of the merger shall continue to be the members of the Board of Directors and the 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.
5. Since all outstanding shares of the West are held by Wechco and West and Wechco are merging simultaneously with Penetone, each issued share of the West shall, upon the complete effective date of the merger, be surrendered and cancelled, and no shares of the surviving corporation issued therefor. Each issued share of Wechco shall, upon the complete effective date of the merger, be surrendered and cancelled, and

exchanged for one share of the capital stock of the surviving corporation, other than the shares of Wechco that are owned by the surviving corporation, which shall be surrendered and cancelled. 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 complete effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that the merger of the terminating corporations with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the New York Business Corporation Law and in accordance with the provisions of the New Jersey Business Corporation Act, the terminating corporations 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 New York and the State of New Jersey, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the terminating corporations 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 of the merger herein provided for.

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

PENETONE CORPORATION
0100010680

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department a
Certificate of Amendment on November 27th, 2002
and that the attached is a true copy of this
document as the same is taken from and compared
with the original(s) filed in this office and now
remaining on file and of record.*

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
2nd day of December, 2002



John E McCormac
John E McCormac, CPA
Treasurer

TRADEMARK