

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Change of Name within a Certificate of Merger		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HIG CHEMICALS HOLDINGS CORP.		01/05/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	VSC, INC.		
Street Address:	3938 Porett Drive		
City:	Gurnee		
State/Country:	ILLINOIS		
Postal Code:	60031		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85470624	VANTAGE SPECIALTY CHEMICALS	
CORRESPONDENCE DATA			
Fax Number:	6098961469		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	609.896.3600		
Email:	dfowler@foxrothschild.com		
Correspondent Name:	Lisa B. Lane		
Address Line 1:	P.O. Box 5231		
Address Line 4:	Princeton, NEW JERSEY 08543-5231		
ATTORNEY DOCKET NUMBER:	T36662 US (075288.00011)		
NAME OF SUBMITTER:	Deborah Fowler		
Signature:	/Deborah Fowler/		

Date:

06/08/2012

Total Attachments: 5

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:


"VSC MERGER SUB, INC.", A DELAWARE CORPORATION,
WITH AND INTO "H.I.G. CHEMICALS HOLDINGS CORP." UNDER THE NAME OF "VSC, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF JANUARY, A.D. 2012, AT 10:53 O'CLOCK A.M.

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

4541206 8100M

120013613




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9274379

DATE: 01-05-12

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004797 FRAME: 0859

CERTIFICATE OF MERGER
OF
VSC MERGER SUB, INC.
INTO
H.I.G. CHEMICALS HOLDINGS CORP.

January 5, 2012

* * * * *

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name of the surviving corporation is H.I.G. Chemicals Holdings Corp., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is VSC Merger Sub, Inc., a Delaware corporation (the "Merger Sub").

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is H.I.G. Chemicals Holdings Corp., a Delaware corporation, which shall change its name upon consummation of the merger to VSC, Inc., a Delaware corporation (the "Surviving Corporation").

FOURTH: That the Certificate of Incorporation of the Surviving Corporation shall be amended and restated as set forth on Exhibit A and shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the Surviving Corporation, the address of which is 767 Fifth Avenue, 48th Floor, New York, New York 10153.


SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective immediately upon filing with the Secretary of the State of Delaware.

* * *

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the date first written above by a duly authorized officer of the surviving corporation.

H.I.G. CHEMICALS HOLDINGS CORP.

By: 
Name: Kevan Patel
Title: Vice President

[Signature Page to Certificate of Merger]

TRADEMARK
REEL: 004797 FRAME: 0861

EXHIBIT A

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
VSC, INC.

ARTICLE I

The name of the Corporation is VSC, Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the GCL.

ARTICLE IV

The total number of shares of capital stock which the Corporation has authority to issue is 100 shares of Common Stock with a par value of \$0.001 per share.

ARTICLE V

The Corporation is to have perpetual existence.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to make, alter or repeal the by-laws of the Corporation.

ARTICLE VII

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws of the Corporation may provide. The books of the corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors in the by-laws of the Corporation. Election of the directors need not be by written ballot unless the by-laws of the Corporation so provide.

ARTICLE VIII

To the fullest extent permitted by the GCL as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

The Corporation shall indemnify, in accordance with the by-laws of the Corporation and to the fullest extent permitted from time to time by the GCL or any other applicable laws as presently or hereafter in effect, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the Corporation, by reason of his acting as a director or officer of the Corporation (and the Corporation, in the discretion of the Board of Directors, may so indemnify a person by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation in any other capacity for or on behalf of the Corporation) against any liability or expense actually and reasonably incurred by such person in respect thereof; provided, however, the Corporation shall be required to indemnify an officer or director in connection with an action, suit or proceeding (or part thereof) initiated by such person only if (i) such action, suit or proceeding (or part thereof) was authorized by the Board of Directors and (ii) the indemnification does not relate to any liability arising under Section 16(b) of the Securities Exchange Act of 1934, as amended, or any rules or regulations promulgated thereunder. Such indemnification is not exclusive of any other right to indemnification provided by law or otherwise.

ARTICLE IX

The Corporation has elected to not be governed by Section 203 of the GCL.

ARTICLE X

The Corporation reserves the right to repeal, alter, change or amend any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation. No repeal, alteration or amendment of this Certificate of Incorporation shall be made unless the same is first approved by the board of directors of the Corporation pursuant to a resolution adopted by the directors then in office in accordance with the by-laws and applicable law and thereafter approved by the stockholders.

* * *