

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
NEX Performance Films Inc.		12/21/2012	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Charter NEX Holding Company		
<b>Street Address:</b>	1264 E High Street		
<b>City:</b>	Milton		
<b>State/Country:</b>	WISCONSIN		
<b>Postal Code:</b>	53563		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85793301	CHARTER NEX FILMS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4142713552		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Email:</b>	tm-dept@quarles.com		
<b>Correspondent Name:</b>	Hillary J. Wucherer		
<b>Address Line 1:</b>	Quarles & Brady LLP - ATTN IP Docket		
<b>Address Line 2:</b>	411 East Wisconsin Avenue		
<b>Address Line 4:</b>	Milwaukee, WISCONSIN 53202		
<b>ATTORNEY DOCKET NUMBER:</b>	138998.00036		
<b>NAME OF SUBMITTER:</b>	Hillary J. Wucherer		
<b>Signature:</b>	/Hillary J. Wucherer/		
<b>Date:</b>	07/24/2013		

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**Total Attachments: 11**

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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 RESTATED CERTIFICATE OF "NEX PERFORMANCE FILMS INC.", CHANGING ITS NAME FROM "NEX PERFORMANCE FILMS INC." TO "CHARTER NEX HOLDING COMPANY", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2012, AT 8:04 O'CLOCK P.M.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2012, AT 12:01 O'CLOCK A.M.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0088126

DATE: 12-20-12

TRADEMARK  
REEL: 005079 FRAME: 0145

**SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
NEX PERFORMANCE FILMS INC.**

(Pursuant to Sections 242 and 245 of the  
General Corporation Law of the State of Delaware)

NEX Performance Films Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

1. The original name of the Corporation is NEX Performance Films Inc., and the Corporation was originally incorporated pursuant to the DGCL on June 3, 2010. Following the filing of this Second Amended and Restated Certificate of Incorporation, the name of the Corporation will be Charter NEX Holding Company.
2. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 3, 2010, as amended and restated by the Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on July 21, 2010 (the "Original Certificate of Incorporation").
3. The Board of Directors duly adopted resolutions proposing to amend and restate the Original Certificate of Incorporation, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is set forth below.
4. The effective time and date of this Second Amended and Restated Certificate of Incorporation shall be at 12:01 a.m. on December 21, 2012.

RESOLVED, that the Original Certificate of Incorporation be amended and restated in its entirety to read as follows:

**ARTICLE I: NAME**

The name of the Corporation is Charter NEX Holding Company.

**ARTICLE II: REGISTERED OFFICE AND AGENT**

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

### ARTICLE III: PURPOSES

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

### ARTICLE IV: CAPITAL STOCK

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Six Hundred Thirty-Three Thousand (633,000) shares, consisting of: (i) Five Hundred Fifty-Four Thousand (554,000) shares of a class designated as "Common Stock," with a par value of \$0.00001 per share, of which Five Hundred Eight Thousand (508,000) shares shall be "Class A Common Stock" and Forty-Six Thousand (46,000) shares shall be "Class B Common Stock"; and (ii) Seventy-Nine Thousand (79,000) shares of a class designated as "Preferred Stock," with a par value of \$0.00001 per share.

Any and all such shares of Common Stock and Preferred Stock may be issued for such consideration, not less than the par value thereof, as shall be fixed from time to time by the Board of Directors. Any and all of the shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid capital stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments.

The powers, designations, preferences and relative, participating, optional or other special rights, if any, and qualifications, limitations or restrictions of the shares of each class and the authority of the Board of Directors of the Corporation to establish and to designate series of the Preferred Stock and to fix variations in the powers, designations, preferences and relative, participating, optional or other special rights, if any, and qualifications, limitations or restrictions as between such series, shall be as set forth herein.

#### 4.1 Common Stock.

(a) General. The powers, designations, preferences and relative, participating, optional or other special rights, if any, and qualifications, limitations or restrictions of the Common Stock are as set forth in this Section 4.1. Except as otherwise required by the DGCL or specifically described in this Section 4.1, all shares of Common Stock will be identical in all respects and will entitle the holders thereof to the same powers, designations, preferences and relative, participating, optional or other special rights, if any, and qualifications, limitations or restrictions, as set forth herein. The dividend and liquidation rights of the holders of Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock. Fractional shares of Common Stock may be issued.

(b) Voting Rights. Except as otherwise required by the DGCL and except as may be determined by the Board of Directors with respect to the Preferred Stock pursuant to Section 4.2 of this Article IV, only the holders of Class A Common Stock shall be entitled to vote for the election of directors of the Corporation and for all other corporate purposes. With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of Class A Common Stock will be entitled to one (1) vote for

each share of Class A Common Stock held by such holder. There will be no cumulative voting. The required vote for all matters to be considered by the holders of Class A Common Stock at all meetings of the stockholders of the Corporation (and in connection with all written consent actions in lieu of meetings) will be the affirmative vote of the holders of at least a majority of the outstanding shares of Class A Common Stock. The holders of Class B Common Stock will not be entitled to vote on any matters except as may be required by the DGCL. Specifically, the number of authorized shares of Class B Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by vote of the holders of Class A Common Stock as described above without any vote of the holders of Class B Common Stock, in accordance with the provisions of Section 242(b)(2) of the DGCL.

(c) Dividends. The holders of Common Stock will be entitled to receive such dividends as the Board of Directors of the Corporation may declare from time to time from funds legally available therefor, subject to any preferential dividend rights of the Preferred Stock as described in Section 4.2.

(d) Liquidation. Upon the Liquidation of the Corporation, the holders of Common Stock will be entitled to receive the net assets of the Corporation available for distribution as described in Section 4.2(b)(iv)(B), subject to the preferential liquidation rights of the Preferred Stock. As used herein, the term "Liquidation" means and includes: (i) any voluntary or involuntary liquidation, dissolution or winding up of the Corporation; (ii) a merger, share exchange, consolidation, reorganization, combination or similar transaction involving the Corporation, whether or not the Corporation is the surviving person in such transaction, if the owners of Common Stock of the Corporation immediately prior to such transaction own, in the aggregate, less than 50% of the fully diluted common equity of the surviving person immediately after such transaction; (iii) the purchase of or completed tender offer by any person for 50% or more of the outstanding shares of Common Stock; and (iv) a purchase, lease or other acquisition by any person of all or substantially all of the assets of the Corporation.

(e) Conversion. The shares of Common Stock are not convertible into shares of Preferred Stock or any other class or series of capital stock of the Corporation.

(f) Preemptive Rights. Except as may be granted in a written agreement with the Corporation, the holders of Common Stock have no preemptive or preferential right to purchase or subscribe for, or otherwise acquire, any shares of Common Stock, Preferred Stock or any other class or series of capital stock of the Corporation.

#### 4.2 Preferred Stock.

(a) Series and Variations Between Series. The Board of Directors of the Corporation is authorized, subject to limitations prescribed by the DGCL and the provisions of this Section 4.2, to provide for the issuance of the Preferred Stock in series, to establish or change the number of shares to be included in each such series and to fix the powers, designations, preferences and relative, participating, optional or other special rights, if any, and qualifications, limitations or restrictions of the shares of each such series. The authority of the

Board of Directors of the Corporation with respect to each series shall include, but not be limited to, determination of the following:

- (i) The number of shares constituting that series and the distinctive designations of that series;
- (ii) The dividend rate or rates on the shares of that series and/or the method of determining such rate or rates and the timing of dividend payments on the shares of such series;
- (iii) Whether and to what extent the shares of that series shall have voting rights in addition to the voting rights required by DGCL, which might include the right to elect a specified number of directors in any case or if dividends on such series were not paid for a specified period of time;
- (iv) Whether the shares of that series shall be convertible into shares of stock of any other class or series and, if so, the terms and conditions of such conversion, including the price or prices and the rate or rates of conversion and the terms of adjustment thereof;
- (v) Whether or not the shares of that series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (vi) The rights of the shares of that series in the event of Liquidation;
- (vii) The obligation, if any, of the Corporation to retire shares of that series pursuant to a sinking fund; and
- (viii) Any other relative rights, preferences and limitations of that series.

Subject to the powers, designations, preferences and relative, participating, optional or other special rights, if any, and qualifications, limitations or restrictions provided pursuant to this Section 4.2, each share of Preferred Stock shall be of equal rank with each other share of Preferred Stock.

(b) Series A Preferred Stock.

(i) Designation and Amount. Seventy-Nine Thousand (79,000) shares of the authorized Preferred Stock are hereby designated as "Series A Preferred Stock." The powers, designations, preferences and relative, participating, optional or other special rights, if any, and qualifications, limitations or restrictions of the Series A Preferred Stock are as set forth in this Section 4.2(b). Fractional shares of the Series A Preferred Stock may be issued.

(ii) Voting Rights. Except as otherwise required by the DGCL or Section 4.2(b)(x), the holders of the Series A Preferred Stock will not be entitled to vote or give consent for the election of directors of the Corporation or for any other corporate purposes.

(iii) Dividends.

(A) The holder of each share of the Series A Preferred Stock is entitled to receive, when and as declared by the Board of Directors of the Corporation out of funds legally available for such purpose, cumulative cash dividends at an annual rate per share equal to eight percent (8%) of the sum of (1) the Series A Face Value plus (2) the aggregate amount of dividends that, in accordance with Section 4.2(b)(iii)(B), were previously compounded with respect to such share and that remain unpaid immediately after the end of the preceding calendar quarter. As used herein, the "Series A Face Value" means One Thousand Dollars (\$1,000.00) per share of Series A Preferred Stock (subject to adjustment for stock splits and similar transactions involving the Series A Preferred Stock).

(B) All dividends on each share of the Series A Preferred Stock will accrue cumulatively on a daily basis based on a 365-day year, whether or not declared, and shall be payable quarterly on the last day of March, June, September and December in each year, commencing on the date of issuance. The unpaid portion of any accrued dividends will compound quarterly on the last day of March, June, September and December in each year from the date of issuance thereof. All dividends on the Series A Preferred Stock will be cumulative so that if the Corporation does not pay any quarterly dividend, or any part thereof, on the Series A Preferred Stock then issued and outstanding, such deficiency in the dividend on the Series A Preferred Stock will thereafter be fully paid before any dividend may be paid or set apart for payment on any Junior Securities. As used herein, the term "Junior Securities" means the Common Stock or any other capital stock of the Corporation ranking on Liquidation junior to the Series A Preferred Stock.

(C) Issuance Date; Payments. The date on which the Corporation initially issues a share of Series A Preferred Stock will be deemed to be its "date of issuance" regardless of the number of times such share is transferred on the stock records maintained by or for the Corporation and regardless of the certificates which may be issued to evidence such share. All shares of the Series A Preferred Stock will rank equally and will share ratably, in proportion to the amount of accrued but unpaid dividends owed with respect to each such share, in all dividends paid or set aside for payment.

(iv) Liquidation.

(A) In the event of any Liquidation of the Corporation, the holders of the outstanding shares of Series A Preferred Stock will



be entitled to receive out of the assets of the Corporation or out of the proceeds of the Liquidation, as the case may be (after and subject to the payment in full of all amounts required to be distributed to the holders of any other Preferred Stock of the Corporation ranking on Liquidation prior and in preference to the Series A Preferred Stock) upon such Liquidation, for each outstanding share of Series A Preferred Stock, an amount equal to the Series A Face Value plus accrued and unpaid dividends (whether or not declared and with such dividends accruing to the date of payment) on all such shares before and in preference to any payment of such assets or proceeds to the holders of Junior Securities; *provided* that if, upon a Liquidation of the Corporation, the assets distributed to the holders of the Series A Preferred Stock are insufficient to pay the holders of the Series A Preferred Stock then outstanding the full preferential amount to which they would be entitled pursuant to this clause (A), then the holder of each share of the Series A Preferred Stock will share ratably in such assets in proportion to the amounts which would be payable with respect to the outstanding Series A Preferred Stock if all amounts payable thereon were paid in full.

(B) After the distributions have been made as described in Section 4.2(b)(iv)(A) (and after and subject to the payment in full of all amounts required to be distributed to the holders of any other Junior Securities ranking on Liquidation prior and in preference to the Common Stock), the holders of the Common Stock will share in all remaining assets of the Corporation in the same proportion as the number of outstanding shares of Common Stock then held by each of them bears to the total number of shares of Common Stock of the Corporation then issued and outstanding.

(v) Redemption.

(A) Mandatory Redemption. Unless prohibited by applicable provisions of the DGCL, all outstanding shares of Series A Preferred Stock shall be redeemed by the Corporation upon consummation of an initial public offering of shares of capital stock of the Corporation under the Securities Act of 1933, as amended (an "IPO"), at a redemption price per share equal to the Series A Face Value plus accrued and unpaid dividends (whether or not declared and with such dividends accruing to the date of the IPO). In such event, the Corporation shall provide notice of an impending IPO to each holder of record of Series A Preferred Stock no later than ten (10) calendar days prior to the date of the IPO, which notice shall state the intended date of the IPO, the aggregate redemption price to which such holder will be entitled in respect of the shares of Series A Preferred Stock held by such holder and the place or places where certificates for such shares may be surrendered for payment. Effective as of the consummation of the IPO, all dividends on shares of Series A Preferred Stock so redeemed shall cease to accrue and such Series A Preferred Stock shall no longer be deemed to be outstanding and all rights of the holders thereof as such shall cease and terminate, excepting only the right of the holders thereof to receive payment therefor as described in this Section 4.2(b)(v)(A), without interest, upon

presentation of the certificate or certificates representing the shares being redeemed.

(B) Optional Redemption. Shares of Series A Preferred Stock may be redeemed by the Corporation, at its election expressed by resolution of the Board of Directors, at any time or from time to time commencing after the date of issuance (which time, when fixed in each case, is hereinafter called the "Redemption Date"), out of funds legally available for such purpose, upon not less than ten (10) calendar days prior notice to each holder of record of the shares to be redeemed (the "Redemption Notice") at a redemption price per share equal to the Series A Face Value plus accrued and unpaid dividends (whether or not declared and with such dividends accruing to the Redemption Date) (the aggregate of which amounts is hereinafter called the "Redemption Price"). Each Redemption Notice shall state the Redemption Date, the aggregate number of shares to be redeemed, the Redemption Price, and the place or places where certificates for such shares may be surrendered for payment of the Redemption Price. If less than all of the outstanding shares of Series A Preferred Stock are to be redeemed, the redemption shall be made pro rata in accordance with the number of shares of Series A Preferred Stock held by each holder thereof. If the Redemption Notice shall have been duly given, and if on the applicable Redemption Date the Redemption Price payable upon redemption of the shares of Series A Preferred Stock to be redeemed on such Redemption Date is paid or tendered for payment or deposited with an independent payment agent so as to be available therefor in a timely manner, then notwithstanding that the certificates evidencing any of the shares of Series A Preferred Stock so called for redemption shall not have been surrendered, all dividends on the shares of Series A Preferred Stock thereby called for redemption shall cease to accrue and those shares of Series A Preferred Stock shall no longer be deemed to be outstanding and all rights of the holders thereof as such shall cease and terminate, excepting only the right of the holders thereof to receive, upon presentation of the certificate representing shares so called for redemption, the Redemption Price therefor, without interest thereon. On or before the applicable Redemption Date, each holder of shares of Series A Preferred Stock to be redeemed on such Redemption Date shall surrender the certificate or certificates representing such shares (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation, in the manner and at the place designated in the Redemption Notice. In the event less than all of the shares of Series A Preferred Stock represented by a certificate are redeemed, a new certificate representing the unredeemed shares of Series A Preferred Stock shall promptly be issued to such holder.

(vi) Sinking Fund. The shares of the Series A Preferred Stock are not subject or entitled to the operation of a retirement or sinking fund.

(vii) Conversion. The shares of Series A Preferred Stock are not convertible into shares of Common Stock or any other class or series of capital stock of the Corporation.

(viii) Preemptive Rights. Except as may be granted in a written agreement with the Corporation, the holders of Series A Preferred Stock have no preemptive or preferential right to purchase or subscribe for, or otherwise acquire, any shares of Common Stock, Preferred Stock or any other class or series of capital stock of the Corporation.

(ix) Derivative Actions. The holders of Series A Preferred Stock have no right or standing to bring any cause of action, suit or proceeding in the name of or on behalf of the Corporation and shall have no right to make a demand to the Corporation's Board of Directors that the Corporation initiate any cause of action, suit or proceeding.

(x) Amendment and Waiver. No amendment or waiver of any provision of this Section 4.2 will be effective without the prior approval of holders of at least a majority of the then outstanding shares of Series A Preferred Stock.

#### **ARTICLE V: PERIOD OF EXISTENCE**

The Corporation will have perpetual existence.

#### **ARTICLE VI: BOARD OF DIRECTORS**

The number of directors will be fixed by, or in the manner provided in, the Bylaws of the Corporation.

#### **ARTICLE VII: ELIMINATION OF CERTAIN LIABILITY OF DIRECTORS**

No director of the Corporation will be held personally liable to the Corporation or its stockholders for monetary damages of any kind for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL hereafter is amended so as to authorize the further elimination or limitation of the liability of directors to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, then the liability of a director of the Corporation for monetary damages, in addition to the limitation on personal liability provided in the preceding sentence, will automatically, by virtue hereof and without any further action on the part of the Corporation or its stockholders, be further limited so as to be limited to the fullest extent permitted by the DGCL. Any repeal or modification of this Section by the stockholders of the Corporation will be prospective only, and will not adversely affect any limitation on the personal liability of a director of the Corporation with regard to actions taken or omitted before such repeal or modification.

## **ARTICLE VIII: CORPORATE OPPORTUNITY**

The Corporation hereby renounces any interest or expectancy in any business opportunity, transaction or other matter in which any of Mason Wells Buyout Fund II, Limited Partnership, Mason Wells Buyout Partners II, LLC, MW Executive Fund II, LLC, BMO Private Equity (U.S.), Inc., The Northwestern Mutual Life Insurance Company, The Northwestern Mutual Life Insurance Company for its Group Annuity Separate Account, Northwestern Mutual Capital Mezzanine Fund III, LP, Northwestern Long Term Care Insurance Company, Thrivent White Rose Fund V Equity Direct, L.P., Lockheed Martin Corporation Master Retirement Trust, or any of their respective members, partners, shareholders, directors, officers, managers, employees or other affiliates (the "Institutional Investor Group") participates or desires or seeks to participate and that involves any aspect of the business conducted or intended to be conducted by the Corporation (each, a "Business Opportunity") other than a Business Opportunity that (a) is presented to an Institutional Investor Group member solely in such person's capacity as a director of the Corporation and with respect to which no other affiliate of such member independently receives notice or has otherwise identified such Business Opportunity, or (b) is identified by a member of the Institutional Investor Group solely through the disclosure of information by or on behalf of the Corporation (each Business Opportunity other than those referred to in clause (a) or (b) is referred to as a "Renounced Business Opportunity"). No member of the Institutional Investor Group shall have any obligation to communicate or offer any Renounced Business Opportunity to the Corporation or any other member of the Institutional Investor Group, and any member of the Institutional Investor Group may pursue any Renounced Business Opportunity.

## **ARTICLE IX: MEETINGS AND CORPORATE RECORDS**

Meetings of the stockholders may be held within or outside the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

## **ARTICLE X: AMENDMENTS TO THE CERTIFICATE**

Subject to the requirements of Section 4.2(b)(x), the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in any manner now or hereafter prescribed by the DGCL, and all rights conferred upon stockholders herein are granted subject to this reservation.

## **ARTICLE XI: AMENDMENTS TO BYLAWS**

In furtherance and not in limitation of the powers conferred by the DGCL, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

Executed this 19th day of December, 2012.

**NEX PERFORMANCE FILMS INC.**

By: /s/ M. Kathleen Bolhous  
M. Kathleen Bolhous, Chief Executive Officer