

State of Delaware

Office of the Secretary of State

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:

"MILACRON CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "CINCINNATI MILACRON INC." UNDER THE NAME OF "MILACRON 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 OCTOBER, A.D. 1998, AT 1:30 O'CLOCK P.M.

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



Edward J. Freel, Secretary of State

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AUTHENTICATION:

9338049

DATE:

10-05-98

CERTIFICATE OF OWNERSHIP AND MERGER

OF

MILACRON CORPORATION

INTO

CINCINNATI MILACRON INC.

Pursuant to Section 253
of the Delaware General
Corporation Law

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), Cincinnati Milacron Inc., a Delaware corporation ("the Corporation"), hereby certifies the following information relating to the merger of Milacron Corporation, a Delaware corporation ("Milacron"), with and into the Corporation (the "Merger"):

FIRST: The names and states of incorporation of each of the constituent corporations to the Merger are as follows: Cincinnati Milacron Inc., a Delaware corporation, and Milacron Corporation, a Delaware corporation.

SECOND: The Corporation owns at least 90% of the outstanding shares of the Common Stock, par value \$.01 per share, of Milacron and Milacron has no other class of capital stock outstanding.

THIRD: The Board of Directors of the Corporation has determined to merge Milacron into the Corporation under Section 253 of the DGCL pursuant to the following resolutions duly adopted by the Board of Directors of the Corporation as of September 19, 1998, on the terms set forth in such resolutions:

WHEREAS the Corporation owns at least 90% of the outstanding shares of the Common Stock, par value \$.01 per share, which is the only outstanding class of capital stock of Milacron Corporation, a Delaware corporation ("Milacron"), and desires to merge Milacron into itself; and

WHEREAS upon the merger of Milacron into the Corporation, the Corporation desires to change its name to "Milacron Inc.".

NOW, THEREFORE, BE IT RESOLVED, that Milacron be merged into the Corporation, pursuant to and in accordance with Section 253 of the Delaware General Corporation Law (the "Merger") and the proper officers of the Corporation be, and each of them hereby is, authorized in the name and on behalf of the Corporation to take any and all actions they deem necessary or advisable in connection therewith:

RESOLVED that the Corporation shall be the surviving corporation in the Merger (the "Surviving Corporation");

RESOLVED that upon the Merger becoming effective:

(a) each share of Common Stock, par value \$.01 per share, of Milacron that is owned by the Corporation shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and no cash or other consideration shall be delivered in exchange therefor; and

(b) pursuant to Section 253(b) of the Delaware General Corporation Law the name of the Surviving Corporation shall be "Milacron Inc.";

RESOLVED that the proper officers of the Corporation be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to execute and file a certificate of ownership and merger with the Secretary of State of the State of Delaware in such form as the officer or officers executing the same shall approve, the signature of such officer or officers thereon to be conclusive evidence of the approval of such form; and

RESOLVED that any and all actions heretofore or hereafter taken by the proper officers of the Corporation relating to and within the terms of this resolution are hereby ratified and confirmed as the acts and deeds of the Corporation.

FOURTH: The Corporation shall be the surviving corporation of the Merger (the "Surviving Corporation") and pursuant to Section 253(b) of the DGCL the name of the Surviving Corporation shall be "Milacron Inc.".

(NYCORP); 664006.314234W; 09/10/98--12155p]-

IN WITNESS WHEREOF, Cincinnati Milacron Inc. has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer as of October 5, 1998 and affirms the statements contained therein as true under penalties of perjury.

CINCINNATI MILACRON INC.,

by

Name:

Title:

Wayne F. Taylor
Vice President, General
Counsel and Secretary

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