

4/15/02

04-29-2002



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Argus Chemical Corporation

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name of address of receiving party(ies)
Name: Witco Investment Corporation
Internal
Address: _____
Street Address: 633 Court Street
City: Brooklyn State: NY Zip: 11231

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

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)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 9, 1989

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional number(s) attached Yes No

B. Trademark Registration No.(s) 0780503

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jacqueline P. Scheib, Esq.
Internal Address: _____
Street Address: Robinson & Cole LLP
280 Trumbull Street
City: Hartford State: CT Zip: 06103

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
18-1685
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jacqueline P. Scheib Jacqueline P. Scheib 4/15/02
Name of Person Signing Signature Date

Total number of pages, including cover sheet, attachments, and document: 5
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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[Signature]
SECRETARY OF STATE

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
ARGUS CHEMICAL CORPORATION
INTO
WITCO INVESTMENT CORPORATION
(Pursuant to Section 253 of the General Corporation
Law of Delaware and Section 78.486 of the
Nevada General Corporation Law)

Witco Investment Corporation, a Nevada corporation (the
"Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to
the General Corporation Law of the State of Nevada.

SECOND: That the Corporation owns all of the outstanding
shares of each class of the capital stock of Argus Chemical
Corporation, a Delaware corporation.

THIRD: That the Corporation, by the resolution of its
Board of Directors attached hereto as Exhibit A, duly adopted
effective as of the 30th day of December, 1988, determined to merge
its subsidiary Argus Chemical Corporation with and into the
Corporation.

IN WITNESS WHEREOF, the undersigned Witco Investment
Corporation has executed this certificate this 27th day of April,
1989.

WITCO INVESTMENT CORPORATION

By: *[Signature]*
Vice President

ATTEST:

By: *[Signature]*
Assistant Secretary

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EXHIBIT A
ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
WITCO INVESTMENT CORPORATION
TO THE MERGER OF
ARGUS CHEMICAL CORPORATION
WITH AND INTO
WITCO INVESTMENT CORPORATION

WHEREAS, Witco Investment Corporation, a Nevada Corporation, is a wholly owned subsidiary of Witco Corporation, a Delaware Corporation, and

WHEREAS, it is the wish of Witco Investment Corporation to effectuate the merger of its subsidiary Argus Chemical Corporation, with and into Witco Investment Corporation, in accordance with Section 78-486 of the General Corporation Law of the State of Nevada, Section 253 of the General Corporation Law of the State of Delaware, and Section 332 of the Internal Revenue Code of 1986, as amended, and


NOW THEREFORE, the undersigned, being all of the directors of Witco Investment Corporation, acting pursuant to Section 78-315 of the General Corporation Law of the State of Nevada do hereby, approve the plan of merger of Argus Chemical Corporation with and into Witco Investment Corporation effective as of December 31, 1988, in accordance with Section 78-315 of the General Corporation Law of Nevada, Section 253 of the General Corporation Law of the State of Delaware, and Section 332 of the Internal Revenue Code of 1986, as amended, and

FURTHER, the proper officers of Witco Investment Corporation are hereby authorized and empowered to do and perform any and all acts and things necessary or advisable to perfect and carry out the said merger.

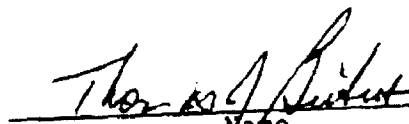
IN WITNESS WHEREOF, the undersigned directors have executed this consent and the undersigned Secretary of Witco Investment Corporation has attested to their signatures and affixed the corporate seal on this 30th day of December 1988.

ATTEST:

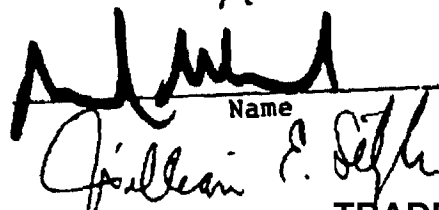
WITCO INVESTMENT CORPORATION



J. Russo
Secretary



Name



Name
Julian E. Delfino

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SERVICE OF PROCESS WHEN DELAWARE

COMPANY MERGES INTO FOREIGN COMPANY

The surviving corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of ARGUS CHEMICAL CORPORATION, arising from the merger, including the rights of any dissenting stockholders thereof, and hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings and agrees that service of any such process may be made by personally delivering to and leaving with such Secretary of State of the State of Delaware duplicate copies of such process; and hereby authorizes the Secretary of State of the State of Delaware to send forthwith by registered mail one of such duplicate copies of such process addressed to it at Witco Investment Corporation 520 Madison Ave. New York, NY 10022 unless said surviving corporation shall hereafter designate in writing to such Secretary of State of the State of Delaware a different address for such process, in which case the duplicate copy of such process shall be mailed to the last address so designated.

State of Delaware
Office of the Secretary of State

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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:

"ARGUS CHEMICAL CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "WITCO INVESTMENT CORPORATION" UNDER THE NAME OF "WITCO INVESTMENT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEVADA, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF JUNE, A.D. 1989, AT 9 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0152801

DATE: 12-20-99

RECORDED: 04/15/2002

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