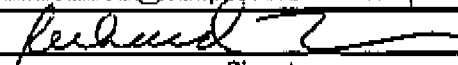


Form PTO-1594 (Rev. 07/05)  
 OMB Collection 0651-0027 (exp. 6/30/2008)

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

## RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office; Please record the attached documents or the new address(es) below.

<p><b>1. Name of conveying party(ies):</b>                  Chem Polymer Corporation</p> <p> <input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation- State: <u>Florida</u>  <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) _____</p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>2. Name and address of receiving party(ies)</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Additional names, addresses, or citizenship attached?</p> <p>Name: <u>Chem Polymer Corporation</u>                  Internal _____                  Address: _____                  Street Address: <u>2443 Rockfill Road</u>                  City: <u>Fort Myers</u>                  State: <u>Florida</u>                  Country: <u>US</u> Zip: <u>33916</u></p> <p> <input type="checkbox"/> Association    Citizenship _____  <input type="checkbox"/> General Partnership    Citizenship _____  <input type="checkbox"/> Limited Partnership    Citizenship _____  <input checked="" type="checkbox"/> Corporation    Citizenship <u>Delaware</u>  <input type="checkbox"/> Other _____    Citizenship _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                  (Designations must be a separate document from assignment)</p>
<p><b>3. Nature of conveyance )/Execution Date(s) :</b>                  Execution Date(s) <u>01/02/2006; 12/12/2005</u></p> <p> <input type="checkbox"/> Assignment                      <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p>	<p><b>4. Application number(s) or registration number(s) and identification or description of the Trademark.</b></p> <p>A. Trademark Application No.(s)                  B. Trademark Registration No.(s)  <u>2124241; 2793969; 2804200; 2923773</u></p> <p style="text-align: right;">Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p><b>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</b></p>	
<p><b>5. Name &amp; address of party to whom correspondence concerning document should be mailed:</b>                  Name: <u>Richard D. Zimmerman</u>                  Internal Address: _____                  Street Address: <u>One Park Row Suite 300</u>                  City: <u>Providence</u>                  State: <u>RI</u> Zip: <u>02903</u>                  Phone Number: <u>401-453-6400</u>                  Fax Number: <u>401-453-6411</u>                  Email Address: <u>zimmerman@crllp.com</u></p>	<p><b>6. Total number of applications and registrations involved:</b> <span style="border: 1px solid black; padding: 2px 10px;">4</span></p> <p><b>7. Total fee (37 CFR 2.6(b)(6) &amp; 3.41)</b> \$ <u>115</u></p> <p> <input checked="" type="checkbox"/> Authorized to be charged by credit card  <input type="checkbox"/> Authorized to be charged to deposit account  <input type="checkbox"/> Enclosed</p>
<p><b>B. Payment Information:</b></p> <p>a. Credit Card    Last 4 Numbers <u>4186</u>                  Expiration Date <u>08/2010</u></p> <p>b. Deposit Account Number _____                  Authorized User Name _____</p>	
<p><b>9. Signature:</b> <u></u>                      <u>February 1, 2008</u>                  _____                      _____                  Signature                      Date</p> <p style="text-align: center;">Richard D. Zimmerman</p> <p style="text-align: center;">Name of Person Signing</p>	
<p>Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px 10px;">13</span></p>	

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$115.00 2124241



# State of Delaware

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 898  
DOVER, DELAWARE 19903

070884740

9256048  
CHACE RUTTENBERG & FREEDMAN  
ONE PARK ROW  
SUITE 300  
PROVIDENCE RI 02903-1288  
ATTN: RICHARD D ZIMMERMAN

01-15-2008

DESCRIPTION	AMOUNT
<b>CHEM POLYMER CORPORATION</b>	
2544045 8100 Certified Copy	
Certification Fee	30.00
Document Page Fee	2.00
<b>FILING TOTAL</b>	<b>32.00</b>
<b>CHEM POLYMER CORPORATION</b>	
2544045 8100 Certified Copy	
Certification Fee	30.00
Document Page Fee	14.00
<b>FILING TOTAL</b>	<b>44.00</b>
<b>TOTAL CHARGES</b>	<b>76.00</b>
<b>TOTAL PAYMENTS</b>	<b>76.00</b>
<b>SERVICE REQUEST BALANCE</b>	<b>.00</b>

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "CHEM POLYMER US HOLDINGS INC.", CHANGING ITS NAME FROM "CHEM POLYMER US HOLDINGS INC." TO "CHEM POLYMER CORPORATION", FILED IN THIS OFFICE ON THE THIRD DAY OF JANUARY, A.D. 2006, AT 1:31 O'CLOCK P.M.



2544045 8100

070884740

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

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6312442

DATE: 01-15-08

TRADEMARK

REEL: 003711 FRAME: 0360

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:37 PM 01/03/2006  
FILED 01:31 PM 01/03/2006  
SRV 060001815 - 2544045, FILE

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CHEM POLYMER US HOLDINGS INC.

The Certificate of Incorporation of Chem Polymer US Holdings Inc., originally incorporated on September 20, 1995 under the name "Ladybug US Holdings, Inc.", is hereby amended and restated in accordance with Sections 242 and 245 of Title 8 of the Delaware General Corporation Law as follows:

FIRST. The name of the corporation is

CHEM POLYMER CORPORATION

The corporation shall be a close corporation under Subchapter XIV of the Delaware General Corporation Law.

SECOND. The address of its registered office in the State of Delaware is No. 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

(1) To engage in the business of buying and/or acquiring, holding and keeping, and distributing and selling at wholesale and retail, goods of any lawful nature, including, but not limited to, any and all derivatives, products or by-products of:

- (a) chemicals and chemical products;
- (b) color and color concentrates; and
- (c) plastics and plastic compositions.

(2) To construct, lease, purchase or otherwise acquire, to hold, own, maintain, improve, operate or otherwise use, and to let, mortgage, sell, convey or otherwise dispose of or turn to account, any and all kinds of real and personal property and any and all rights and interests therein, useful or convenient in the conduct of the corporation's business.

(3) To manufacture, process, purchase, own, handle, sell, import, export and generally to trade and deal in and with substances, raw materials, goods, wares and merchandise of every kind, nature and description, and to engage or participate, as principal or agent, and either alone or jointly with others, in any mercantile, industrial or trading business of any kind or character whatsoever.

(4) To acquire all or any part of the business, goodwill, rights, assets and property of any person, firm, association or corporation, to pay for the same in whole or in part in cash or with the stock, bonds or debentures of the corporation or otherwise, and to assume all or any part of the obligations and liabilities of any such person, firm, association or corporation.

(5) To acquire by purchase, subscription or otherwise, to receive, own and hold for investment or otherwise to mortgage, pledge, deposit, exchange, sell, assign, transfer or otherwise dispose of, and generally to deal in or with, any and all of the following (hereinafter sometimes referred to collectively as securities) to wit: all kinds of shares, stocks, voting trust certificates, trust certificates, scrip, warrants, rights, bonds, mortgages, debentures, trust receipts, notes and other choses in action, obligations and evidence of indebtedness of any corporation, joint-stock company, trust association, partnership, syndicate, person, or governmental or public agency or authority, domestic or foreign, and evidence of any interest therein or with respect thereto; and while the owner or holder of any such securities, to exercise all the rights, powers and privileges of ownership or interest in respect thereof, including the right to vote and to give consents, and to do any and all acts or things deemed by the corporation to be necessary or advisable for the preservation, protection, improvement or enhancement of the value of such securities.

(6) To purchase, or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of, and to reissue or cancel, shares of the corporation's own capital stock and any other securities or obligations of the corporation in the manner and to the extent now or hereafter permitted by the laws of the State of Delaware; provided that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

(7) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(8) To borrow or raise money for any of the purposes of the corporation; from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue

promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by the mortgage upon, or pledge, conveyance or assignment of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

(9) To lend money to others, with or without collateral security; provided that no loans shall be made by the corporation to its officers, and no loans shall be made by the corporation secured by shares of its own capital stock.

(10) To guarantee the payment of dividends on any stock, or the principal or interest or both of any bonds or other securities or obligations, and the performance of any contracts.

(11) To establish and maintain one or more offices, to conduct and carry on its business or operations or any part thereof, and to exercise any or all of its corporate rights, privileges and powers, in any or all of the states, districts, territories, colonies or dependencies of the United States of America and in any and all foreign countries and the territories, colonies or dependencies thereof.

(12) To conduct, carry on or engage in any other businesses, operations, or activities in connection with or incidental to those abovementioned, and to do everything necessary, proper, advisable or convenient for the attainment of any of the objects, the accomplishment of any of the purposes and the exercise of any of the powers hereinabove mentioned.

The objects and purposes specified in the foregoing clauses shall be construed as powers as well as objects and purposes, and the matters referred to in each clause shall, unless herein otherwise expressly provided, be in nowise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers. The enumeration herein of objects, purposes and powers shall not be deemed to exclude by inference or otherwise any of the rights, privileges, powers, objects or purposes which this corporation is or may be entitled to exercise under the laws of the State of Delaware now or hereafter in effect or implied by reasonable construction of said laws.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one million (1,000,000) shares, all of one class, and each share shall have a par value of One Cent (\$0.01) amounting in the aggregate to Ten Thousand Dollars (\$10,000.00). All of the corporation's issued stock, exclusive of treasury shares, shall be represented by certificates and shall be held of record by not more than thirty (30) persons.

FIFTH. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00)

SIXTH. The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933 [15 U.S.C. §77a et seq.] as it may be amended from time to time.

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation and for further definition, limitation and regulation of the powers of the corporation and of stockholders;

(1) The corporation may enter into contracts or transact business with one or more of its officers, or with any corporation or firm of which one or more of its officers are directors, officers or members, or in which they may have a pecuniary or other interest; and, in the absence of fraud, such contracts or transactions shall not be invalidated or in any wise affected by the fact that such officers are so connected with or have any interest in any such corporation or firm even though the vote or action of such officers may have been necessary to obligate the corporation upon such contracts or transactions, provided that the fact of such connection or interest shall have been disclosed or shall have been known to all of the stockholders of the corporation. No officer shall be disqualified from holding office as officer of the corporation by reason of any such connection or interest. In the absence of fraud, no officer having any such connection or interest shall be liable to the corporation or to any

stockholder or creditor thereof, or to any other person, for any loss incurred under or by reason of such contracts or transactions, nor shall any such officer be accountable to the corporation or to any stockholder or creditor thereof or to any other person for any gains or profits realized under or by reason of such contracts or transactions.

(2) Meetings of the stockholders of the corporation may be held outside the State of Delaware.

(3) The books of the corporation may be kept (subject to any provisions contained in the statutes) outside the State of Delaware at such place or places as may from time to time be designated by the stockholders.

(4) No shareholder shall have the right to sell, transfer (by gift or otherwise), pledge or encumber the stock in this corporation unless it shall first have offered in writing to sell such stock to the corporation (or if the corporation fails to purchase the same, then to all of the other shareholders, on a pro rata basis) at the lowest price at which it is willing to sell the same, and the corporation and/or the other shareholders have either refused to purchase said stock or have neglected to exercise their option to purchase within twenty days after receipt of such notice as hereinafter set forth.

(a) Any shareholder offering to sell its stock as aforesaid, shall state in writing the price at which it desires to sell said stock, and the corporation shall have the right to purchase said stock at the price so stated provided the corporation shall notify the selling shareholder in writing within twenty days after receipt by it of the offer to sell that it elects to exercise its option to purchase. If accepted, the date of purchase shall be sixty days from the date the notice was mailed to the corporation.

(b) If the corporation shall fail to accept the offer to purchase the stock within twenty days after receipt of the notice, the selling shareholder shall send a similar notice to the remaining shareholders who shall have twenty days after the mailing of the same in which to notify the selling shareholder of their intention to purchase the same. If less than all of the stock shall be accepted, the offer shall be deemed rejected unless the remaining shareholders agree to purchase the remaining stock. If some but less than all of the stock shall be accepted, the selling shareholder shall promptly offer the balance of the stock to the accepting shareholders pro rata. They shall have twenty days from mailing of that notice to accept the same. If some but not all is accepted, the same procedure shall be followed until either all is accepted or some remains unsold. If some remains unsold at that point, then the offer in its entirety shall be deemed rejected. The date of purchase shall be sixty days from the date all the stock has been accepted.

(c) If the other shareholders shall either notify the selling shareholder that they do not desire to purchase its stock or fail, within twenty days after receipt of its offer to sell, to notify it of their intentions to purchase as aforesaid, the selling shareholder shall be entitled to



sell its stock to any person at not less, however, than the amount at which it offered it to the corporation and all of the other shareholders.

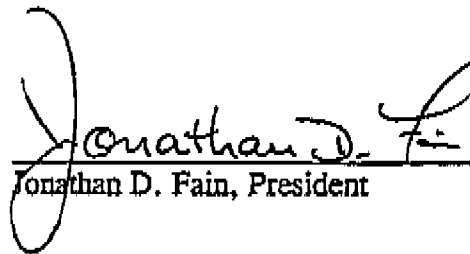
(d) The corporation shall be entitled to refuse to register the name of any transferee of stock as an owner thereof on its records if it shall have paid less than the amount at which it was offered to the corporation and all of the other shareholders, and may require a statement from it under oath as to the amount which it has paid for said stock.

TENTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware General Corporation Law or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware General Corporation Law order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all

the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH. The corporation reserves the right to amend, alter, change or repeal 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.

I, THE UNDERSIGNED, being the President of the corporation, for the purpose of amending and restating the Certificate of Incorporation of the corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 2nd day of January, 2006.

  
Jonathan D. Fain, President

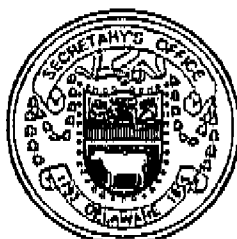
# Delaware

*The First State*

I, HARRIET SMITH WINDSOR, 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:

"CHEM POLYMER CORPORATION", A FLORIDA CORPORATION,  
WITH AND INTO "CHEM POLYMER US HOLDINGS INC." UNDER THE NAME OF "CHEM POLYMER US HOLDINGS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2005, AT 1:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005.



2544045 8100M

070884740

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

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6312441

DATE: 01-15-08

TRADEMARK  
REEL: 003711 FRAME: 0368

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:43 PM 12/23/2005  
FILED 01:23 PM 12/23/2005  
SRV 051057934 - 2544045 FILE

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION INTO  
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Chem Polymer US Holdings Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Chem Polymer Corporation, a Florida corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is Chem Polymer US Holdings Inc., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

**FIFTH:** The authorized stock and par value of the non-Delaware corporation is 7,500 shares common stock, \$1.00 par value.

**SIXTH:** The merger is to become effective on December 31, 2005.

**SEVENTH:** The Agreement of Merger is on file at 505 Central Avenue, Pawtucket, Rhode Island 02861, an office of the surviving corporation.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**IN WITNESS WHEREOF**, said surviving corporation has caused this certificate to be signed by an authorized officer, the 16<sup>th</sup> day of December, A.D., 2005.

By: Jonathan D. Fain  
Authorized Officer

Name: Jonathan D. Fain  
Print or Type

Title: President