

Certificate of incorporation of F. M. C. Corporation.

First. The name of this corporation is F. M. C. Corporation. Second. The location of its principal Office in the State of Delaware is in the city of Wilmington, County of New Castle. The name of the resident agent thereof and in charge thereof is the Delaware Registration Trust Company.

The Street and number of said principal Office and the address by Street and number of said resident agent is 120 West Ninth Street.

Third. The Objects and purposes for which and for any of which this corporation is formed are to do any or all of the things herein set forth to the same extent as natural Persons might or could do, to:

To purchase, acquire, take, hold, subscribe for, invest in, own, sell, assign, transfer, mortgage, pledge, hypothecate, release, surrender, develop, improve or otherwise deal in all and every species of real or personal Property, bonds, debentures, shares or stock securities, scrips, mortgages, certificates, obligations, notes, drafts or other evidences of debt of this corporation or of any corporation, association, Society, company, trust, Co-Partnership or person in the State of Delaware or in any other State, territory, district, dependency or country.

To lend or advance money or give credit to any corporation, association, Society, Company, trust, Co-Partnership or Person, upon the security of any such Property or otherwise; to guarantee payment of dividends or interest on any shares of stock, debentures, bonds, certificates, securities or in any contract or obligation issued or executed by any corporation, trust, Co-Partnership, association or Person; to become surety for any person, corporation or Co-Partnership in connection with any business or undertaking conducted by this corporation under the powers herein set forth; to act as agent, broker or attorney-in-fact of any corporation, Society, association, trust, Co-Partnership or Person; and to enter into any lawful contract, oral or written, necessary or proper in the exercise of any of such Powers, or for the protection of the rights and the discharge of the obligations of this corporation.

To acquire by purchase, subscription or otherwise and hold for investment or otherwise and hold for investment or otherwise, use, sell, assign, transfer, mortgage, Pledge, or otherwise dispose of any shares of stock, bonds, debentures or other securities or obligations of any other corporation or association or of any individual of this or any other State, territory or country to aid in any manner any such corporation or association in whose shares of stock

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bonds or other obligations this company may be in any way interested and to do any other act or thing permitted by law for the preservation, protection, improvement, or enhancement of the value of such shares of stock, bonds, debentures or other obligations and while the owner of such shares of stock, bonds, debentures or other securities or obligations, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To borrow money for the purpose of the corporation and to issue bonds, notes and other obligations and to secure the same by pledge or mortgage of the whole or any part of the Property of this corporation, either real or personal or to issue bonds, notes, debentures or other obligations without any such security and to sell or pledge such bonds, notes or other obligations.

To undertake and to carry out the formation, incorporation, consolidation, organization, reorganization, reconstruction, administration, liquidation, financing or financial readjustment of any corporation or of any undertaking, business, affairs or interests and to transact any business necessary or convenient, relating or incident thereto.

To acquire, invest in and purchase real and personal Property and assets of every kind and description at judicial, fiduciary, Trustee's, Pledgee's, mortgagee's or liquidating or Public or Private sale, and to hold, own, dispose of or convert into money or into other assets of any class or description the Properties and assets that may be purchased or acquired as aforesaid.

To guarantee payment of dividends or interest on any shares of stock, debentures, bonds, certificates or securities or on any contract or obligation executed by any other corporation and by any firm, Co-Partnership, association or Society and to give guaranty or security and to become surety for any person, corporation, association, firm, Co-Partnership or Society.

To manufacture, purchase or otherwise acquire and to sell and deal in all kinds of materials, goods, wares and merchandise which may be required for any of the purposes of the corporation's business, or which may seem capable of being profitably used or dealt in in connection with such business.

To the extent permitted by law, to acquire the good will, rights and Property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation engaged in a similar business, and to pay for the same in cash, stock or bonds of this Corporation or other wise.

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