

I, D. C. DROSTE, Secretary of CYANAMID DEVELOPMENT COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Delaware, hereby certify as follows:

1. The foregoing Agreement of Merger was adopted and approved by the Board of Directors of Cyanamid Development Company in accordance with section 251 of the General Corporation Law of the State of Delaware and was executed by the President and attested by an Assistant Secretary of Cyanamid Development Company, under its corporate seal, in accordance with section 103 of the General Corporation Law of the State of Delaware.

2. Thereafter, the foregoing Agreement of Merger was duly adopted pursuant to section 228 of the General Corporation Law of the State of Delaware by the unanimous written consent of the stockholder holding all of the outstanding shares of the capital stock of Cyanamid Development Company.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary of Cyanamid Development Company and affixed the seal of said corporation this 31st day of August, 1970.

[CORPORATE SEAL]

D. C. DROSTE
Secretary

I, WILLIAM S. MICHAEL, Secretary of THE ERVIN COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Delaware, hereby certify as follows:

1. The foregoing Agreement of Merger was adopted and approved by the Board of Directors of The Ervin Company in accordance with section 251 of the General Corporation Law of the State of Delaware and was executed by the President and attested by the Secretary of The Ervin Company under its corporate seal in accordance with section 103 of the General Corporation Law of the State of Delaware.

2. Thereafter, the foregoing Agreement of Merger was submitted to the stockholders of The Ervin Company at a meeting duly called for the purpose of acting on said Agreement of Merger and at said meeting more than a majority of the outstanding shares of the capital stock of The Ervin Company being entitled to vote thereon were voted for the adoption of the foregoing Agreement of Merger.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary of The Ervin Company, and affixed the seal of said corporation this 31st day of August, 1970.

[CORPORATE SEAL]

Wm. S. MICHAEL
Secretary