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FILED
GREENVILLE CO. S. C.
APR 13 10 41 AM '72
OLLIE FARNSWORTH
R.M.C.

AGREEMENT OF MERGER

OF

TRYLON CHEMICALS, INC. (DELAWARE)

WITH AND INTO

TRYLON CHEMICALS, INC. (OHIO)

Pursuant to Section 1701.80 of the
General Corporation Law of Ohio
and Section 253(a) of the General
Corporation Law of Delaware.

WE, THE UNDERSIGNED, Chairman of the Board of Directors
and Secretary of Trylon Chemicals, Inc., a corporation
incorporated and existing under the laws of the State of
Delaware (hereinafter called "Trylon (Delaware)"), and
Chairman of the Board of Directors and Secretary of Trylon
Chemicals, Inc., a corporation incorporated and existing
under the laws of the State of Ohio (hereinafter called
"Trylon (Ohio)"), the surviving corporation, do hereby
certify as follows:

FIRST: Trylon (Delaware) (the "Subsidiary") and Trylon
(Ohio) (the "Surviving Corporation") have agreed that Trylon
(Delaware) shall merge with and into Trylon (Ohio) upon the
terms set forth in this Agreement of Merger.

(Continued on next page)