

RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
TRYLON CHEMICALS, INC. (OHIO)

The undersigned, being all of the Directors of Trylon Chemicals, Inc., a corporation of the state of Ohio, do hereby consent to the adoption of, and hereby do adopt, the following resolutions without a meeting pursuant to §1701.54 of the General Corporation Law of Ohio:

WHEREAS, the undersigned feel that it will be in the best interests of all parties if Trylon Chemicals, Inc., a corporation of the state of Delaware, is merged with and into Trylon Chemicals, Inc., a corporation of the state of Ohio; and

WHEREAS, Trylon Chemicals, Inc. of Delaware is a wholly owned subsidiary of Trylon Chemicals, Inc. of Ohio so that a merger may be had pursuant to §1701.80 of the General Corporation Law of Ohio and §253 of the General Corporation Law of Delaware;

NOW THEREFORE, BE IT RESOLVED, that this Corporation execute the Agreement of Merger of Trylon Chemicals, Inc. (Delaware) with and into Trylon Chemicals, Inc. (Ohio) in the form presented to this Board of Directors; and

(Continued on next page)