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CERTIFICATE OF MERGER

John C. Close, Chairman of the Board of Directors,
and Lewis H. Lanman, Secretary of Trylon Chemicals, Inc.,
a Delaware corporation (hereinafter called "Trylon
(Delaware)"), do hereby certify:

a. That Trylon Chemicals, Inc., an Ohio corporation,
(hereinafter called "Trylon (Ohio)") is the owner of all
of the outstanding capital shares of Trylon (Delaware);

b. That Sec. 1701.80 of the General Corporation Law
of Ohio permits the merger of a subsidiary corporation of
another state into a parent corporation organized and
existing under the laws of Ohio and Sec. 253(a) of the
General Corporation Law of Delaware permits the merger of
a subsidiary corporation of Delaware into a parent corpor-
ation organized and existing under the laws of another
state, and that all acts necessary to conform to the General
Corporation Laws of Delaware and Ohio have been taken in
connection with this merger; and

c. That the Agreement of Merger to which this certificate
is attached was approved and its execution authorized by
the Board of Directors of this corporation by resolutions
unanimously and duly adopted in accordance with this corpor-
ation's certificate of incorporation and by-laws as a

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