

AGREEMENT OF MERGER
OF
TRYLON CHEMICALS, INC.
WITH AND INTO
EMERY INDUSTRIES, INC.

Pursuant to Section 1701.80 of the
General Corporation Law of Ohio

WE, THE UNDERSIGNED, John C. Close, Chairman of the Board and L. H. Lanman, Secretary of Trylon Chemicals, Inc., a corporation of the State of Ohio, and D. R. Hinkley, President and L. H. Lanman, Secretary of Emery Industries, Inc., a corporation of the State of Ohio, the surviving corporation, do hereby certify as follows:

FIRST: Trylon Chemicals, Inc. (the "Subsidiary") and Emery Industries, Inc. (the "Surviving Corporation") have agreed to merge into Emery Industries, Inc. upon the terms set forth in this Agreement of Merger.

SECOND: In accordance with the provisions of Section 1701.80 of the General Corporation Law of Ohio this Agreement of Merger has been duly approved and adopted by the Board of Directors of the Surviving Corporation and by the Board of

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