

**CERTIFICATE OF INCORPORATION
OF
MORTON-NORWICH PRODUCTS, INC.**

FIRST: The name of the Corporation is Morton-Norwich Products, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is No. 100 West Tenth Street in the City of Wilmington, County of New Castle, and the name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, as amended from time to time.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 34,000,000, consisting of 2,000,000 shares of Preferred Stock having a par value of \$1.00 per share, and 32,000,000 shares of Common Stock having a par value of \$1.00 per share.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions of each class and series of the Corporation's stock are as follows:

A. GENERAL PROVISIONS

1. No holder of stock of any class of the Corporation nor of any security convertible into, nor of any warrant, option or right to purchase, subscribe for or otherwise acquire, stock of any class of the Corporation, whether now or hereafter authorized, shall, as such holder, have any pre-emptive right whatsoever to purchase, subscribe for or otherwise acquire, stock of any class of the Corporation nor of any security convertible into, nor of any warrant, option or right to purchase, subscribe for or otherwise acquire, stock of any class of the Corporation, whether now or hereafter authorized.

2. Anything in the Certificate of Incorporation of the Corporation contained to the contrary notwithstanding, any and all right, title, interest, and claim in or to any dividends declared, or other distributions made, by the Corporation, whether in cash, stock or otherwise, which are unclaimed by the stockholder entitled thereto (a) with respect to any distribution upon the liquidation, dissolution or winding up of the Corporation, for a period of three years after the close of business on the payment date (or such other period as the Corporation may be required to continue in existence under the General Corporation Law of Delaware, as amended from time to time), and (b) with respect to any other distribution, for a period of six years after the close of business on the payment date, shall be and be deemed to be extinguished and abandoned; and such unclaimed distribution in the possession of the Corporation, its transfer agents or other agents or depositaries, shall at such time become the absolute property of the Corporation, free and clear of any and all claims of any persons whatsoever. The Board of Directors of the Corporation, in its sole discretion may make distributions described in (a) above to such known stockholders of record (as of the original payment date) upon a pro rata basis in the manner and as the Board may determine or, in lieu of such final distribution, may set aside such unclaimed amount in an escrow fund.

B. PREFERRED STOCK

1. The Preferred Stock may be issued from time to time in one or more series. All shares of any one series of Preferred Stock shall be identical in all respects, except that shares of any one series issued on different dates may differ as to dates, if any, from which dividends thereon are to cumulate.

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