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COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601

DREXELL R. DAVIS
SECRETARY OF STATE

SECRETARY OF STATE (502) 564-3490
CORPORATE FILINGS (502) 564-2848
CORPORATION RECORDS (502) 564-7330

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

JUNE 2, 1986

GENE S. SCHNEYER
ALLIED SIGNAL
ALLIED SIGNAL INC.
P. O. BOX 2845R
MORRISTOWN, N. J. 07960-2245

RE: ALLIED CORPORATION

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

- 1. () Articles of Amendment
- 2. (XX) Restated Articles of Incorporation WERE FILED IN KENTUCKY ON JUNE 2, 1986
- 3. () Articles of Merger
- 4. () Other

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If we may be of further assistance to you, please do not hesitate to call us.

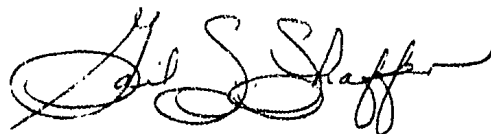
Sincerely yours,
Drexell R. Davis
Drexell R. Davis
Secretary of State

**State of New York }
Department of State } ss.**

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I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on APR 4 1986

A handwritten signature in cursive script, appearing to read "Paul S. Staffor".

Secretary of State

ORIGINAL COPY
FILED
SECRETARY OF STATE OF NEW YORK
BUREAU OF CORPORATIONS

RESTATED CERTIFICATE OF INCORPORATION
OF
ALLIED CORPORATION *AW*
Under Section 807 of the
Business Corporation Law

JUN -2 1986

Ch #100 Dip
Draft of Dues

SECRETARY OF STATE

WE, THE UNDERSIGNED, BRIAN D. FORROW, Senior Vice President and General Counsel, and ANDREW B. SAMET, Secretary, of Allied Corporation, a corporation organized under the laws of the State of New York (hereinafter called the "corporation"), do hereby restate, certify and set forth:

1. The name of the corporation is Allied Corporation. The name of the corporation previously was Allied Chemical Corporation. The name under which the corporation was formed is Allied Chemical & Dye Corporation.

2. The Certificate of Incorporation of the corporation was filed by the Department of State on December 17, 1920. A Restated Certificate of Incorporation of the corporation was filed by such Department on April 29, 1985.

3. The text of the Certificate of Incorporation is hereby amended to effect the following amendments authorized by the Business Corporation Law: (a) Article THIRD is amended (i) to reduce the authorized amount of the capital stock of the corporation from 200,000,000 shares of Common Stock, par value \$1 per share, and 15,000,000 shares of Preferred Stock, without par value, to 1,000 shares of Common Stock, par value \$1 per share (there being 1000 shares of Common Stock and no shares of Preferred Stock outstanding as of the date hereof), and (ii) to delete the provisions relating to seven series of Preferred Stock which are no longer outstanding; (b) Article FOURTH is amended to delete the fourth paragraph thereof, which related to Preferred Stock; (c) Article SEVENTH, which relates to Directors of the corporation, is amended (i) to delete provisions relating to the classification of the Board of Directors, the advance notice required for stockholder nominations of Directors, and the amendment or repeal of Article SEVENTH, and (ii) to permit the removal of Directors from office with or without cause by the affirmative vote of the holders of a majority of the voting power of all shares of the Corporation entitled to vote generally in the election of Directors; (d) Article EIGHTH is amended to delete provisions relating to (i) the calling of special meetings of stockholders and (ii) the amendment or repeal of certain provisions of Article EIGHTH; and (e) Article TENTH (which sets forth requirements applicable to certain mergers and other

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business combinations involving the corporation) is deleted in its entirety; and the text of the Certificate of Incorporation is hereby restated as amended to read as herein set forth in full.

FIRST: The name of the corporation is Allied Corporation.

SECOND: The purposes for which the corporation is formed are as follows:

To create, invent, acquire, develop, mine, drill for, manufacture, produce, operate, construct, install, equip, distribute, utilize, sell or otherwise deal in and with, and furnish services of any nature whatsoever with respect to or in connection with, by any means or methods whatsoever whether now or hereafter known or discovered, substances, materials, apparatus, instruments, systems, equipment, structures, processes, wares, products, merchandise, preparations, supplies, machines, appliances and devices of any nature whatsoever, including but not limited to any involving or used or useful in or otherwise related in any way to organic or inorganic chemicals, oil, gas or other hydrocarbons, motor vehicles, aerospace applications, electronics, computers, information or typesetting systems, health and scientific products, or industrial products.

To engage in any commercial, mercantile, mining, industrial, importing, exporting or trading business, venture, activity or service.

To engage in scientific and technological research and pursuits of every lawful kind and description and to utilize, employ and exploit any and all knowledge resulting therefrom.

To engage in any lawful act or activity for which corporations may be organized under the New York Business Corporation Law, provided that the corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: The authorized amount of the capital stock of the corporation and the number and par value of the shares of which it is to consist are 1,000 shares of Common Stock, par value \$1 per share, having an aggregate par value of \$1,000.

FOURTH: From time to time the corporation may issue and may sell its authorized shares, which are not substituted for previously outstanding shares, for such consideration per share (with respect to shares having a par value, not less than the par value thereof), either in money or money's worth of property or services, or for such other considerations, whether greater or less, now or from time to time hereafter permitted by law, as may

be fixed by the Board of Directors; and all shares so issued shall be fully paid and nonassessable.

No holder of any shares of any class shall as such holder have any preemptive right to subscribe for or purchase any other shares or securities of any class, whether now or hereafter authorized, which at any time may be offered for sale or sold by the corporation.

Upon every question submitted to the stockholders, at meeting or otherwise, every holder of record of the Common Stock of the corporation shall be entitled to one vote for every share of Common Stock standing in his name on the books of the corporation.

FIFTH: The office of the corporation within the State of New York shall be located in the City and County of New York.

The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him is P.O. Box 3000R, Morristown, N.J. 07960, attention: General Counsel.

The registered agent of the corporation in New York upon whom all process against the corporation may be served is CT Corporation System, whose address is 277 Park Avenue, New York, N.Y. 10017.

SIXTH: The duration of the corporation is to be perpetual.

SEVENTH: The number of Directors of the corporation shall be determined from time to time in the manner described in the By-laws. At each annual meeting of stockholders, the Directors shall be elected to hold office for a term expiring at the next annual meeting of stockholders and until their successors shall have been elected and qualified. No Director need be a stockholder.

Newly created directorships resulting from any increase in the number of Directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled by the affirmative vote of a majority of the remaining Directors then in office, even if less than a quorum of the Board of Directors. No decrease in the number of Directors constituting the Board of Directors shall shorten the term of any incumbent Director. Directors may be removed from office with or without cause by the affirmative vote of the holders of a majority of the voting power of all shares of the corporation entitled to vote generally in the election of Directors.

EIGHTH: The By-laws of the corporation may contain provisions, not inconsistent with law or this Certificate of Incorporation, relating to the management of the business of the corporation, the regulation of its affairs, the transfer of its stock, the qualifications, compensation and powers and duties of its Directors and the time and place and the manner of calling the meetings of its stockholders and Directors.

The Board of Directors may from time to time fix, determine and vary the amount of the working capital of the corporation, may determine the time or times for the declaration and payment of dividends, the amount thereof and whether they are to be in cash, securities or property and may direct and determine the use and disposition of any surplus over and above the capital of the corporation.

The Board of Directors may from time to time make, amend, supplement or repeal By-laws regulating the conduct of the business and affairs of the corporation and similar matters; provided, however, that the stockholders may change or repeal any By-law adopted by the Board of Directors and provided further that no amendment or supplement to the By-laws adopted by the Board of Directors shall vary or conflict with any amendment or supplement adopted by the stockholders.

The Board of Directors shall, except as otherwise provided by law, this Certificate of Incorporation or the By-laws, exercise the powers of the corporation.

Pursuant to the By-laws, an Executive Committee and (or) one or more other committees may be appointed from among the Directors or otherwise, to which may be delegated any of or all the powers and duties of the Board of Directors, to the full extent permitted by law.

No contract or other transaction of the corporation shall be void, voidable, fraudulent or otherwise invalidated, impaired or affected, in any respect, by reason of the fact that any one or more of the officers, Directors or stockholders of the corporation shall individually be party or parties thereto or otherwise interested therein, or shall be officers, directors or stockholders of any other corporation or corporations which shall be party or parties thereto or otherwise interested therein; provided that such contract or other transactions be duly authorized or ratified by the Board of Directors or Executive Committee, with the assenting vote of a majority of the disinterested Directors or Executive Committeemen then present, or, if only one such is present, with his assenting vote.

The corporation shall have the right, subject to any express provision or restriction contained in this Certificate of

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Incorporation or the By-laws, from time to time to amend this Certificate of Incorporation or any provision hereof in any manner now or hereafter provided by law; and all rights and powers at any time conferred upon the Directors or stockholders of the corporation by this Certificate of Incorporation or any amendment hereof are subject to such right of the corporation.

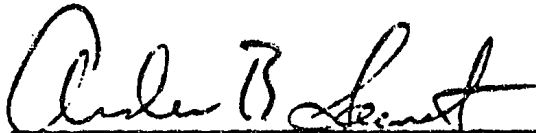
NINTH: The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process in any action or proceeding against it may be served.

4. This restatement of the Certificate of Incorporation was duly authorized by resolutions of the Board of Directors of the corporation adopted by unanimous written consent of the members of said Board of Directors dated as of November 4, 1985 and by written consent of the sole shareholder of the corporation dated as of November 4, 1985.

IN WITNESS WHEREOF, we have made and signed this Certificate this 11th day of November, 1985 and affirm the statements contained herein as true under penalties of perjury.



Brian D. Farrow
Senior Vice President and
General Counsel



Andrew B. Samet
Secretary

CT

RESTATED CERTIFICATE OF INCORPORATION

OF

ALLIED CORPORATION

Under Section 807 of the Business Corporation Law

FILED

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Handwritten signature/initials

*assumed 4/27/81
NY Co.*

L# B268337-6

200,000,000 PV
15,000,000 NPV.*

*S/S P.O. Box 3000 R
Morristown NJ 07960
Attn: Gen. Counsel*

Law Department
Allied Corporation
P.O. Box 2245R
Morristown, NJ 07960-2245

*R/A CT corp system
277 Paul Ave
NY NY 10017*

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 14 1985

AMT. OF CHECK \$ 86
FILING FEE \$ 60
TAX \$ _____
COUNTY FEE \$ _____
COPY \$ leaf 1/2
CENT \$ _____
REFUND \$ _____
SPEC HANDLE \$ 1/2

BY: *Handwritten signature*

BILLED

*org - Allied Chemical &
Dye Corporation
12/17/20
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