

FILED

JUL 23 1992

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

State of Delaware

630 321
RECEIVED

JUL 20 1992

MICHIGAN DEPT. OF COMMERCE

Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER OF "DSM⁶³⁰⁻³²¹ ENGINEERING PLASTICS NORTH AMERICA, INC." MERGING WITH AND INTO "DSM ENGINEERING PLASTICS, INC." UNDER THE NAME OF "DSM ENGINEERING PLASTICS, INC." WAS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JUNE, A.D. 1992, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

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Michael Ratchford, Secretary of State

AUTHENTICATION: *3521917

DATE: 07/16/1992

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CERTIFICATE OF MERGER

**Merging
DSM ENGINEERING PLASTICS NORTH AMERICA, INC.
Into
DSM ENGINEERING PLASTICS, INC.**

Pursuant to Delaware General Corporation Law 251

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|--|-------------------------------|
| DSM Engineering Plastics, Inc. | Delaware |
| DSM Engineering Plastics North America, Inc. | Delaware |

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation is: **DSM Engineering Plastics, Inc.**

FOURTH: That the Certificate of Incorporation, as previously amended, of DSM Engineering Plastics, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is: 2267 West Mill Road, Evansville, IN 47732.

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State of Delaware



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "DSM ENGINEERING PLASTICS NORTH AMERICA, INC." MERGING WITH AND INTO "DSM ENGINEERING PLASTICS, INC." UNDER THE NAME OF "DSM ENGINEERING PLASTICS, INC." AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JUNE, A.D. 1992, AT 1 O'CLOCK P.M.

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Michael Ratchford, Secretary of State

AUTHENTICATION:

DATE:

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SIXTH: That a copy of the Agreement of Merger has been furnished by the surviving corporation to its sole shareholder and the sole shareholder of the merging corporation.

SEVENTH: That this Certificate of Merger shall be effective on June 30, 1992.

Dated: June 15, 1992

DSM ENGINEERING PLASTICS, INC.

By: 
Frans A. M. G. van Helmond, President

ATTEST:

By: 
William P. Bivins, Secretary



CT System

August 28, 1992

RE: DSM ENGINEERING PLASTICS, INC. (DE)

Merged: DSM ENGINEERING PLASTICS NORTH AMERICA, INC. (DE)

CT Corporation System
1201 Peachtree Street, NE
Atlanta, GA 30361
404 888 6488
Fax 404 888 6498

William P. Bivins, Jr., Gen. CSL
Legal Department
DSM Chemicals
P.O. Box 2451
Augusta, GA 30903

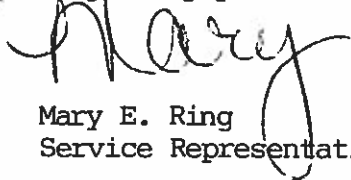
Dear Mr. Bivins:

The above surviving corporation was qualified to do business in the state of Pennsylvania on August 25, 1992. The Statement of Merger removing the above merged corporation from the records of the State of Pennsylvania was also filed with the Pennsylvania Department of State on the above date. Enclosed please find a copy of the filed documents which have been stamped with the date of approval. The original evidence of filing will be forwarded to you upon receipt.

We have proceeded with the publication of the qualification filing. Proof of publication will be forwarded to you upon receipt.

Thank you for your kind attention in this regard.

Very truly yours,



Mary E. Ring
Service Representative

MER:rm

Encls.

720011091
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
DSM ELASTOMERS INC.

FILED

JAN 11 1990

11:30 AM


SECRETARY OF STATE

DSM ELASTOMERS INC. (hereinafter, the "Corporation"), a corporation organized and existing under and by virtue of the Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED: That Article First of the Certificate of Incorporation be and it hereby is amended to read as follows:

First: The Name of the Corporation is DSM Engineering Plastics North America, Inc."

SECOND: That in lieu of a meeting and vote of shareholder, the shareholder has given unanimous written consent to this amendment in accordance with the provisions of Section 228 of the Corporation Law of the State of Delaware by resolution dated January 11, 1990.

THIRD: This amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, DSM ELASTOMERS INC., has caused this certificate to be signed by Charles J. S. Hamilton, its President and attested by William P. Bivins, its Secretary this 11th day of January, 1990.

DSM ELASTOMERS INC.

By: C. J. S. Hamilton
C. J. S. Hamilton

ATTEST:


W. P. Bivins, Secretary

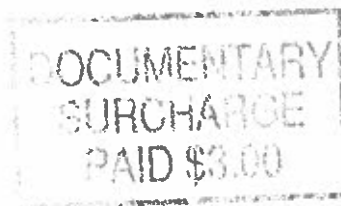


State of Delaware

RECEIVED FOR RECORD

JAN 16 1990

EVELYN T. ALEMAR, Recorder



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF DSM ELASTOMERS INC. FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JANUARY, A.D. 1990, AT 11:30 O'CLOCK A.M.

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Michael Harkins, Secretary of State

AUTHENTICATION:

12495719

DATE:

01/12/1990