

BY-LAWS
OF
MORTON-NORWICH PRODUCTS, INC.

ARTICLE I
OFFICES AND RECORDS

SECTION 1.1. *Delaware Office.* The principal office of the Corporation in the State of Delaware shall be located in the City of Wilmington, County of New Castle, and the name and address of its registered agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

SECTION 1.2. *Other Offices.* The Corporation may have such other offices, either within or without the State of Delaware, as the Board of Directors may designate or as the business of the Corporation may from time to time require. The principal office of the Corporation outside of the State of Delaware shall be 110 North Wacker Drive, Chicago, Illinois.

SECTION 1.3. *Books and Records.* The books and records of the Corporation may be kept outside the State of Delaware at such place or places as may from time to time be designated by the Board of Directors.

ARTICLE II
STOCKHOLDERS

SECTION 2.1. *Annual Meeting.* Effective with the annual meeting next following the close of the fiscal year ending June 30, 1970, the annual meeting of the stockholders of the Corporation shall be held on such date and at such place and time during the period commencing at 12:01 A.M. (Chicago Time) on October 1 and ending at 11:59 P.M. (Chicago Time) on December 1 in each year as may be fixed by resolution of the Board of Directors adopted at least ten days prior to the date so fixed, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. If, in any year, the Board of Directors shall not fix an annual meeting date, place and time by the end of the 10th day next preceding the second Thursday of October in that year, then the date, place and time of the annual meeting in such year shall be on the second Thursday of October at the principal office of the Corporation in Chicago, Illinois, at the hour of 10:30 o'clock A.M. (Chicago Time). If the date of the annual meeting shall be a legal holiday in the State where such meeting is to be held, such meeting shall be held on the next succeeding business day.

SECTION 2.2. *Special Meetings.* Special meetings of the stockholders may be called by vote of a majority of the Board of Directors and shall be called by the President at the request of the holders of not less than fifty-one per cent (51%) of all the outstanding shares of the Corporation entitled to vote at the meeting.

SECTION 2.3. *Place of Meeting.* The Board of Directors may designate the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made by the Board of Directors or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in Chicago, Illinois.

SECTION 2.4. *Notice of Meeting.* Written or printed notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than fifty (50) days before the date of the meeting, either personally or by mail, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid, addressed to the stockholder at his address as it appears on the stock transfer books of the Corporation.