

of Polymer Southern, Inc., now therefore,
be it

RESOLVED, That the Plan of Complete Liquidation of Polymer Southern, Inc. presented to this meeting and to be annexed to the minutes hereof as Exhibit A, be, and the same hereby is approved and adopted; and be it further

RESOLVED, That pursuant to said Plan of Complete Liquidation of Polymer Southern, Inc., Polymer Industries, Inc. merge, and it hereby does merge into itself said Polymer Southern, Inc. and assumes all of its obligations; and be it further

RESOLVED, That the proper officers of this Corporation be and they hereby are directed to make and execute, under the corporate seal of this Corporation, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Polymer Southern, Inc. and to assume all of its obligations, and the date of adoption thereof, and to cause the same to be filed in the manner provided by law, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any wise necessary or proper to effect said merger; and be it further

RESOLVED, That the proper officers of this Corporation be and they hereby are authorized and directed, upon the transfer to Polymer Industries, Inc., of all estate, property, assets, rights, privileges and franchises of Polymer Southern, Inc. in connection with the Plan of Complete Liquidation of said corporation, to execute and deliver an instrument or instruments assuming and agreeing to pay and perform all obligations and liabilities of Polymer Southern, Inc. and to surrender to Polymer Southern, Inc. for cancellation the certificates representing all of the issued and outstanding capital stock of Polymer Southern, Inc.; and be it further

RESOLVED, That the proper officers of this Corporation be and they hereby are authorized and directed to make and execute any and all documents and instruments and to take such action whether within or without the State of Delaware, which they deem may be necessary, convenient or proper to consummate the transactions contemplated by the foregoing resolutions.

Exhibit A referred to in the foregoing resolutions is as follows: