



CERTIFICATE OF MERGER

Emery Industries, Inc.
and
NDCC Corp.

507345
APPROVED

By [Signature]
Date 5-17-78 2:20 PM

W. T. Meinert
Vice

The undersigned, W. T. Meinert, President and L. H. Lanman, Secretary of Emery Industries, Inc., an Ohio corporation, do hereby certify that the shareholders of Emery Industries, Inc. at a duly called meeting held on May 17, 1978, at which a quorum was present, adopted and approved by a two-thirds vote of all shares entitled to vote thereon, in accordance with the Articles and Code of Regulations of said Emery Industries, Inc., the attached Plan and Agreement of Merger among Emery Industries, Inc., NDCC Corp. and National Distillers and Chemical Corporation dated as of March 23, 1976; and Raasey E. Joslin, President and John F. Salisbury, Secretary of NDCC Corp., an Ohio corporation, do hereby certify that by a written consent dated May 16, 1978, pursuant to O.R.C. §1701.54, the sole shareholder of said NDCC Corp. adopted and approved said attached Plan and Agreement of Merger.

IN WITNESS WHEREOF the undersigned as duly authorized officers have hereto affixed their signatures at Cincinnati, Ohio and at New York, New York as of the 19th day of May, 1978.

EMERY INDUSTRIES, INC.
BY [Signature]
W. T. Meinert, Vice President

NDCC CORP.
BY [Signature]
Raasey E. Joslin, President

AND [Signature]
L. H. Lanman, Secretary

AND [Signature]
John F. Salisbury, Secretary

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