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State of Delaware



Office of Secretary of State

J. Eugene Bunting, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Agreement of Merger of the "MORTON-NORWICH PRODUCTS, INC." a corporation organized and existing under the laws of the State of New York, merging with and into the "MORTON-NORWICH PRODUCTS, INC.", a corporation organized and existing under the laws of the State of Delaware, under the name of "MORTON-NORWICH PRODUCTS, INC.", as received and filed in this office the twenty-eighth day of November, A.D. 1969, at 3:15 o'clock P.M.;

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

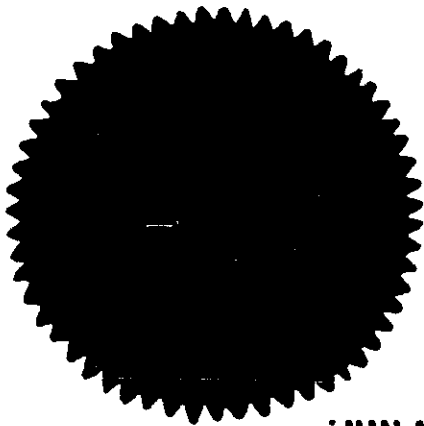
In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-eighth day
of November in the year of our Lord
one thousand nine hundred and sixty-nine.

Eugene Bunting

Secretary of State

R. H. Caldwell

Asst Secretary of State



FORM 12 RECORDED JUN 11 1982 at 12:20 P.M.

REC'D FOR RECORD Nov 28, 1969 LEO J. DUGAN, Jr. Recorder

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