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August 18, 1999

**VIA UPS OVERNIGHT DELIVERY**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Chemex, Inc. (the "Corporation")

Dear Sir or Madam:

Enclosed for filing with your office please find one original and one exact copy of the Amended and Restated Articles of Incorporation for the Corporation and a certificate verifying the adoption of the Amended and Restated Articles of Incorporation. Also enclosed is our \$35.00 check, payable to the Florida Department of State, in payment of the filing fee.

Please process the filing as soon as possible, and return the file-stamped copy to me. I have enclosed a self-addressed, stamped envelope for your use.

Thank you for your assistance with this matter. Please do not hesitate to contact me if you have any questions or problems.

Very truly yours,

*Kathleen A. Polacheck*

Kathleen A. Polacheck  
Paralegal

Enclosure

cc: Scott E. Fiducci, Esq. (w/out enclosures)  
Mr. Roy N. Cook (w/ enclosures)

*Amended & Restated Art.*

V. SHEPARD AUG 26 1999

FILED  
99 AUG 19 AM 7:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

400002964314--1  
-08/19/99-01046-005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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**CERTIFICATE**

Pursuant to the provisions of Section 607.1006, Florida Statutes, **CHEMEX, INC.**, a Florida profit corporation, approves the adoption of the Amended and Restated Articles of Incorporation, dated June 4, 1996:

FILED  
99 AUG 19 AM 7:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☒ The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

☐ The amendment was approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment:*

"The number of votes cast for the amendment was sufficient for approval by  
\_\_\_\_\_."  
voting group

☐ The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16 day of August, 1999.

Signature   
Roy N. Cook, President

This instrument was drafted by  
and after filing should be returned to:

Scott E. Fiducci, Esq.  
DAVIS & KUELTHAU, S.C.  
111 East Kilbourn Avenue, Suite 1400  
Milwaukee, WI 53202

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**CHEMEX, INC.**

We, the undersigned, Hugh A. Gorda, Vice President, and Roy N. Cook, Secretary, of Chemex, Inc., a corporation organized under the laws of the State of Florida, do hereby restate, certify and set forth as follows:

1. The name of this corporation is Chemex, Inc.
2. The existing Articles of Incorporation of this Corporation were incorporated into and set forth in a Plan and Articles of Merger, dated December 28, 1993 (the "Articles"), between this corporation (f/k/a Chemicals Exchange International, Inc.) and Chemicals Exchange America, Inc., which Articles were filed with the Florida Secretary of State on December 29, 1983.
3. The text of the Articles of Incorporation, as amended heretofore, is hereby restated to read as herein set forth in full:

**1. NAME**

The name of this corporation shall be:

**CHEMEX, INC.**

**2. BUSINESS AND PURPOSES**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act (the "Act") of the State of Florida, and any amendments thereto; and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

### **3. CAPITAL STOCK**

(a) The total number of shares of capital stock authorized to be issued by this corporation shall be 750 shares of Class A (Voting) Common Stock, par value \$10.00 per share, and 250 shares of Class B (Nonvoting) Common Stock, par value \$10.00 per share.

(b) Each share of Class A (Voting) Common Stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. A share of Class B (Nonvoting) Common Stock shall not entitle the holder thereof to any voting rights.

(c) Each share of Class A (Voting) Common Stock and Class B (Nonvoting) Common Stock shall participate equally with every other share of such stock in all dividends paid by this corporation and in the assets of this corporation upon its liquidation or dissolution.

(d) All or any part of the consideration for the issuance of the capital stock of this corporation may be paid in cash, in property (tangible or intangible) or in labor or services actually performed at fair valuation to be fixed by the Board of Directors at a meeting called for such purpose, which in any event shall not be less than the par value of the shares issued therefor. All stock when issued shall be paid for fully and shall be nonassessable.

(e) The holders of the Class A (Voting) Common Stock of this corporation shall have the right to cumulate their votes for the election of directors in the manner and in accordance with the procedures as set forth in the Florida Business Corporation Act.

### **4. EXISTENCE OF CORPORATION**

This corporation shall have perpetual existence.

### **5. REGISTERED OFFICE AND REGISTERED AGENT**

The current registered office of this corporation is located at 464 Bosphorus, Tampa, Florida 33606, and the current registered agent of this corporation at such office is Hugh A.

Gorda. This corporation shall have the right to change its registered office and registered agent from time to time, as provided by law.

## **6. BOARD OF DIRECTORS**

This corporation shall have a board of Directors which shall consist of not less than three (3) and not more than seven (7) members, the exact number of members to be fixed from time to time in the by-laws of this corporation. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time, with or without cause.

## **7. BY-LAWS**

(a) The holders of the Class A (Voting) Common Stock of this Corporation shall have the authority to fix in the by-laws of the Corporation greater or lower quorum requirements or greater voting requirements for shareholders or voting groups of shareholders than that provided in the Florida Business Corporation Act, upon the approval of the holders of at least two-thirds of the issued and outstanding shares of Class A (Voting) Common Stock of this Corporation.

(b) The by-laws of this corporation may not be altered, amended or repealed and new by-laws may not be adopted, except upon the approval of the holders of at least two-thirds of the issued and outstanding shares of the Class A (Voting) Common Stock of this corporation.

(c) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs

and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.


**8. AMENDMENT OF ARTICLES OF INCORPORATION**

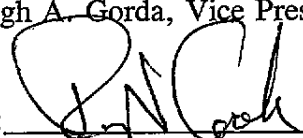
These Articles of Incorporation may not be amended, altered, changed or repealed in any manner, except upon the approval of the holders of at least two-thirds of the issued and outstanding shares of the Class A (Voting) Common Stock of this corporation.

4. The foregoing restatement of the Articles of Incorporation of this Corporation was duly authorized by the written consent of all of the holders of the Class A (Voting) Common Stock of this Corporation, dated June 4, 1996, and by the written consent of all of the directors of this Corporation, dated June 4, 1996.

IN WITNESS WHEREOF, we have made and signed these Restated Articles of Incorporation this 4th day of June, 1996, and affirmed the statements confirmed therein as true and correct under penalties of perjury.

CHEMEX, INC.

By:   
Hugh A. Gorda, Vice President

Attest:   
Roy N. Cook, Secretary

This instrument was drafted by  
and after filing should be returned to:

Scott E. Fiducci, Esq.  
DAVIS & KUELTHAU, S.C.  
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