



F01000002897

FILED

01 DEC 24 PM 4:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 485922 7109162

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 20, 2001

ORDER TIME : 10:56 AM

ORDER NO. : 485922-015

CUSTOMER NO: 7109162

CUSTOMER: Ms. Mara Thompson
Crompton Corporation
Legal Department
One American Lane
Greenwich, CT 06831-2559

ARTICLES OF MERGER

100004737491--2

INTERBEL TRADING, INC.

INTO

CROMPTON MANUFACTURING
COMPANY, INC.

EFFECTIVE DATE

12-31-01

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson
EXAMINER'S INITIALS: _____

01 DEC 24 AM 11:41

RECEIVED

*Merge
12-26-01
JAS*

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERBEL TRADING, INC., a Florida corporation, 473623

into

CROMPTON MANUFACTURING COMPANY, INC., a New Jersey entity
F01000002897

File date: December 24, 2001 , effective December 31, 2001

Corporate Specialist: Doug Spitler

Account number: 072100000032 Amount charged: 70.00

ARTICLES OF MERGER
OF
INTERBEL TRADING, INC.

AND
CROMPTON MANUFACTURING COMPANY, INC.

FILED
01 DEC 24 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

EFFECTIVE DATE

12-31-01

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger:

1. Annexed hereto and made a part hereof, is the Plan of Merger for merging INTERBEL TRADING, INC., a Florida corporation, with and into CROMPTON MANUFACTURING COMPANY, INC., a New Jersey corporation.

2. The shareholders of INTERBEL TRADING, INC. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 1, 2001, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of INTERBEL TRADING, INC. with and into CROMPTON MANUFACTURING COMPANY, INC., the surviving corporation, is permitted by the laws of the jurisdiction of organization of said CROMPTON MANUFACTURING COMPANY, INC. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of CROMPTON MANUFACTURING COMPANY, INC. was December 1, 2001.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 9:00 a.m. on December 31, 2001.

Executed on this / day of December, 2001.

INTERBEL TRADING, INC.

By: Arthur Fullerton
Arthur C. Fullerton
Vice President and Secretary

CROMPTON MANUFACTURING
COMPANY, INC.

By: Arthur Fullerton
Arthur C. Fullerton
Vice President and Secretary

PLAN OF MERGER
OF
INTERBEL TRADING, INC.
AND
CROMPTON MANUFACTURING COMPANY, INC.

PLAN OF MERGER approved and adopted on December / , 2001 by resolution of the Board of Directors of INTERBEL TRADING, INC., a business corporation organized under the laws of the State of Florida, and approved and adopted on December / , 2001 by resolution of the Board of Directors of CROMPTON MANUFACTURING COMPANY, INC., a business corporation organized under the laws of the State of New Jersey. The names of the corporations planning to merge are INTERBEL TRADING, INC., a business corporation organized under the laws of the State of Florida, and CROMPTON MANUFACTURING COMPANY, INC., a business corporation organized under the laws of the State of New Jersey. The name of the surviving corporation into which INTERBEL TRADING, INC. plans to merge is CROMPTON MANUFACTURING COMPANY, INC.

1. INTERBEL TRADING, INC. and CROMPTON MANUFACTURING COMPANY, INC., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the New Jersey Business Corporation Act be merged with and into a single corporation, to wit, CROMPTON MANUFACTURING COMPANY, INC., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the New Jersey Business Corporation Act. The separate existence of INTERBEL TRADING, INC., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.
2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.
3. The bylaws of the surviving corporation at the effective time and date of the merger

in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one (1) common share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.
6. The effective time and date of the merger herein provided for shall be 9:00 a.m. on December 31, 2001, under the applicable provisions of the Florida Business Corporation Act and the applicable provisions of the New Jersey Business Corporation Act.
7. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the provisions of the New Jersey Business Corporation Act.
8. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the provisions of the New Jersey Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of New Jersey, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
9. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and

directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.