

# FOI000006545

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(Requestor's Name)

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(City/State/Zip/Phone #)

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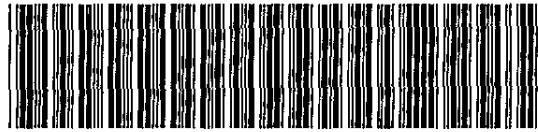
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** William I. Horlick Co., Inc.  
(Name of Corporation)

**DOCUMENT NUMBER:** F01000006545

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Frank Edwards  
(Name of Contact Person)

BISCO ENVIRONMENTAL, INC.  
(Firm/Company)

91 PACELLA PARK DRIVE  
(Address)

RANDOLPH, MA 02368  
(City/State and Zip Code)

For further information concerning this matter, please call:

Frank Edwards at ( 781 ) 963-0090  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RECEIVED  
06 MAR -6 AM 8:00  
DIVISION OF CORPORATIONS

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F01000006545

(Document number of corporation (if known))

1. William I. Horlick Co., Inc.

(Name of corporation as it appears on the records of the Department of State)

2. MASSACHUSETTS

(Incorporated under laws of)

3. 12/20/2001

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 9/8/2005

5. BISCO ENVIRONMENTAL, INC.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

DELAWARE

\_\_\_\_\_  
(New jurisdiction)



\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Frank Edwards

(Typed or printed name of person signing)

Vice President

(Title of person signing)

SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

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# Delaware

PAGE 1

*The First State*

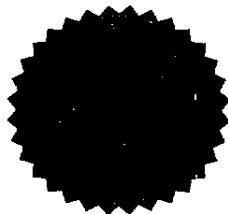
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "BISCO ENVIRONMENTAL, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "WILLIAM I. HORLICK CO., INC." TO "BISCO ENVIRONMENTAL, INC.", FILED THE EIGHTH DAY OF SEPTEMBER, A.D. 2005, AT 1:03 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE EIGHTH DAY OF SEPTEMBER, A.D. 2005, AT 1:03 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



4027004 8100H

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

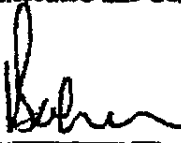
AUTHENTICATION: 4464481

DATE: 01-20-06

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A FOREIGN CORPORATION  
TO A CORPORATION PURSUANT TO  
SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW**

1. The jurisdiction where the Foreign Corporation first incorporated is Massachusetts.
2. The jurisdiction of incorporation of the Foreign Corporation immediately prior to filing this Certificate is Massachusetts.
3. The Foreign Corporation was first formed on December 29, 1952.
4. The name of the Foreign Corporation immediately prior to filing this Certificate is WILLIAM I HORLICK CO., INC.
5. The name of the Corporation as set forth in the Articles of Incorporation is BISCO ENVIRONMENTAL, INC.

09<sup>th</sup> IN WITNESS WHEREOF, the undersigned has executed this Certificate on the day of September, A.D. 2005.

By:   
Name: Peter Bohan  
Title: President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:16 PM 09/08/2005  
FILED 01:03 PM 09/08/2005  
SRV 050736513 - 4027004 FILE

**CERTIFICATE OF INCORPORATION  
OF  
BISCO ENVIRONMENTAL, INC.**

a Delaware corporation

**ARTICLE I  
Name**

The name of the corporation is BISCO ENVIRONMENTAL, INC. (the "Corporation").

**ARTICLE II  
Address; Registered Agent**

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the city of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

**ARTICLE III  
Purpose**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL"), and the Corporation shall have all powers necessary to engage in such acts or activities, including, but not limited to, the powers enumerated in the DGCL.

**ARTICLE IV  
Capital Stock**

The total number of shares of capital stock that the Corporation shall have authority to issue is 1,000 shares of common stock, par value \$0.01 per share. Each share of common stock shall have one vote on each matter submitted to a vote of the stockholders of the Corporation.

**ARTICLE V  
Directors**

A. Number. The Board of Directors of the Corporation shall initially consist of three (3) members. The name and mailing address of the persons who are to serve as directors until the first annual meeting of the stockholders or until their successors are elected as qualified are as follows:

<u>Name</u>	<u>Address</u>
Peter Bohan	c/o Bisco Environmental, Inc. 91 Pacella Park Dr Randolph, Massachusetts 02368
Thomas Gorman	c/o Seacoast Capital Partners II, L.P. 55 Ferncroft Road Danvers, Massachusetts 01923
Walter Leonard	c/o Seacoast Capital Partners II, L.P. 55 Ferncroft Road Danvers, Massachusetts 01923

B. Powers. In addition to the powers and authorities hereinabove or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the statutes of the State of Delaware and of this Certificate of Incorporation, and to any Bylaws from time to time adopted; provided, that no Bylaw so made shall invalidate any prior act of the directors which would have been valid if such Bylaw had not been made.

C. Election. Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Corporation.

#### **ARTICLE VI** **Bylaws**

The Board of Directors of the Corporation is expressly authorized to make, alter or repeal bylaws of the Corporation, but the stockholders may make additional bylaws and may alter or repeal any bylaw whether adopted by them or otherwise.

#### **ARTICLE VII** **Liability; Indemnification**

A. To the fullest extent permitted by the DGCL, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

B. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he is or was, or his testator or intestate is or was, a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

C. Neither any amendment nor repeal of this ARTICLE VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this ARTICLE VII, shall eliminate or reduce the effect of this ARTICLE VII in respect of any matter occurring, or

any action or proceeding accruing or arising or that, but for this ARTICLE VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

**ARTICLE VIII**  
**Reservation of Rights**

Subject to Section 242(b)(2) of the DGCL as in effect on the date hereof, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

**ARTICLE IX**  
**Incorporator**

The name and mailing address of the Incorporator is as follows:

Troy D. Peterson  
Patton Boggs LLP  
2001 Ross Avenue, Suite 3000  
Dallas, Texas 75201

\* \* \*

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, and accordingly, have hereto set my hand this 8<sup>th</sup> day of September, 2005.

INCORPORATOR

  
\_\_\_\_\_  
Troy D. Peterson