

FD8000005316

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

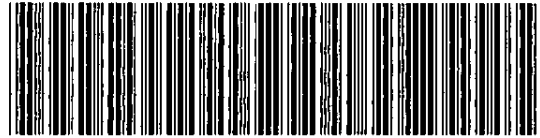
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Certificates of Status

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FILED
09 FEB - 10 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
Tlews
2-13-09



February 5, 2009

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Application for Amended Certificate of Authority – **OMG Fidelity, Inc.**

Dear Sir or Madam:

I have enclosed for filing one original Application for Amended Certificate of Authority along with a certified copy of the name change documents for OMG Fidelity, Inc. I have also enclosed a check in the amount of **\$43.75** to cover the cost of the filing fee and a certified copy. Please process this form and provide evidence of same to the undersigned.

Please call me at 216 263-7460 with any questions. Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Amy Yates".

Amy L. Yates
Senior Paralegal

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: OMG FIDELITY, INC.

(Name of Corporation)

DOCUMENT NUMBER: F08000005316

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

AMY YATES

(Name of Contact Person)

OM GROUP, INC.

(Firm/Company)

127 PUBLIC SQ., SUITE 1500

(Address)

CLEVELAND, OH 44114

(City/State and Zip Code)

For further information concerning this matter, please call:

AMY YATES

(Name of Contact Person)

at (216) 263-7460

(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

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)

F08000005316

(Document number of corporation (if known))

1. OMG FIDELITY, INC.

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

2. DELAWARE

(Incorporated under laws of)

3. DECEMBER 16, 2008

(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? 12/31/2008

5. OMG ELECTRONIC CHEMICALS, 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)

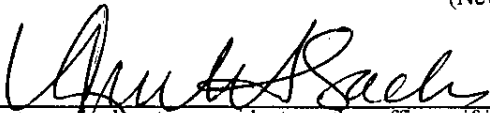
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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.

(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)

VALERIE GENTILE SACHS

(Typed or printed name of person signing)

SECRETARY

(Title of person signing)

FILED
9 FEB - 10 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "OMG ELECTRONIC CHEMICALS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTIETH DAY OF JUNE, A.D. 1969, AT 3:30 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRD DAY OF OCTOBER, A.D. 1978, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SEVENTH DAY OF APRIL, A.D. 1987, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF JANUARY, A.D. 1998, AT 12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "AURIC CORPORATION" TO "OMG FIDELITY, INC.", FILED THE SEVENTH DAY OF APRIL, A.D. 1998, AT 11 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE FOURTEENTH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

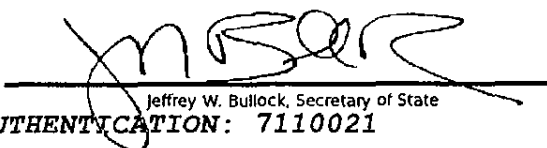
CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "OMG FIDELITY, INC." TO "OMG ELECTRONIC CHEMICALS, INC.", FILED THE

0719105 8100H

090086239

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7110021

DATE: 01-30-09

Delaware

PAGE 2

The First State

THIRTY-FIRST DAY OF DECEMBER, A.D. 2008, AT 10:12 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "OMG ELECTRONIC CHEMICALS, INC.".



0719105 8100H

090086239

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7110021

DATE: 01-30-09

ARTICLES OF INCORPORATION OF AURIC CORPORATION

ARTICLE I. NAME. The name of this corporation is Auric Corporation.

ARTICLE II. REGISTERED OFFICE AND REGISTERED AGENT. The address of the corporation's registered office in the State of Delaware is 100 West Tenth Street, Wilmington, New Castle County, Delaware. The corporation's registered agent at that address is The Corporation Trust Company.

ARTICLE III. DURATION. The corporation shall have perpetual existence.

ARTICLE IV. PURPOSE. It is the purpose of the corporation to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE V. POWERS. Section 1. General Powers. The powers of the corporation shall be those powers granted by the General Corporation Law of Delaware, Chapter 1 of Title 8 of the Delaware Code, under which this corporation is formed. The corporation, its officers, directors, and stockholders shall possess and may exercise all the powers and privileges granted by the General Corporation Law or by any other law of the State of Delaware or by these Articles of Incorporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purpose set forth in this certificate of incorporation. The corporation shall be subject to the restrictions and liabilities contained in the General Corporation Law.

Section 2. Specific Powers. The corporation shall have power to:

- (1) Have perpetual succession by its corporate name;
- (2) Sue and be sued in all courts and participate, as a party or otherwise, in any judicial, administrative, arbitratve or other proceeding, in its corporate name;
- (3) Have a corporate seal, which may be altered at pleasure, and use the same by causing it or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;
- (4) Purchase, receive, take by grant, devise, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of its property and assets, or any interest therein, wherever situated;
- (5) Appoint such officers and agents as the business of the corporation requires and to pay or otherwise provide for them suitable compensation;
- (6) Adopt, amend and repeal by-laws;
- (7) Wind up and dissolve itself in the manner provided in the General Corporation Law;
- (8) Conduct its business, carry on its operations, and have offices and exercise its powers within or without the State of Delaware;
- (9) Make donations for the public welfare or for charitable, scientific or educational purposes, and in time of war or other national emergency in aid thereof;
- (10) Be an incorporator, promoter, or manager of other corporations of any type or kind;
- (11) Participate with others in any corporation, partnership, limited partnership, joint venture, or other association

of any kind, or in any transaction, undertaking or arrangement which the corporation would have power to conduct by itself, whether or not such participation involves sharing or delegation of control with or to others;

(12) Make contracts, including contracts of guaranty and suretyship, incur liabilities, borrow money at such rates of interest as the corporation may determine, ~~issue its notes,~~ bonds and other obligations, and secure any of its obligations by mortgage, pledge or other encumbrance of all or any of its property, franchises and income;

(13) Lend money for its corporate purposes, invest and reinvest its funds, and take, hold and deal with real and personal property as security for the payment of funds so loaned or invested;

(14) Pay pensions and establish and carry out pension, profit sharing, stock option, stock purchase, stock bonus, retirement, benefit, incentive and compensation plans, trusts and provisions for any or all of its directors, officers and employees, and for any or all of the directors, officers and employees of its subsidiaries;

(15) Provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

Section 3. Indemnification of Officers, Directors, Employees and Agents; Insurance.

(a) The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the

corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and ~~amounts paid in settlement actually and reasonably incurred~~ by him in connection with any such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was

serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in review of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the corporation only, as authorized in the specific case upon a determination that indemnification of the director, officer, ~~employee or agent~~ is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b). Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

(6) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement,

vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(7) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

ARTICLE VI. CAPITAL STOCK. Section 1. Authorized Shares. The total number of shares which the corporation is authorized to issue is two million (2,000,000), all of one class and of the par value of ten cents (\$.10) each.

Section 2. Dividends. Dividends are payable on the stock of the corporation, when and as declared, out of the unreserved earned surplus, or, in case there shall be no such surplus, out of net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year. Dividends may be in the form of cash, property, or shares of the stock of the corporation.

Section 3. Voting Rights of Shareholders. Each holder of the stock of the corporation shall be entitled to one vote for each share of stock standing in his name on the books of the corporation. Cumulative voting shall not be ~~allowed, but each stockholder shall be entitled, at all elec-~~ tions of directors, to cast the number of votes equal to the number of shares owned by him for as many directors as there are to be elected.

Section 4. Consent of Stockholders in Lieu of Meeting. Whenever the vote of stockholders of the corporation at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, by any provision of the General Corporation Law or any other law of Delaware or of these Articles of Incorporation or of the by-laws adopted pursuant thereto, the meeting and vote of stockholders may be dispensed with if the holders of stock having the minimum percentage of the vote required by statute to prove the proposed corporate action shall consent in writing to such corporate action being taken; provided that prompt notice shall be given to all stockholders of the taking of corporate action without a meeting and by written consent.

Section 5. Consideration for Shares. The shares of the stock of the corporation shall be issued for such consideration, but not less than the par value thereof, as shall be fixed from time to time by the board of directors. Such consideration may be cash, labor done, personal property, or real property or leases thereof. In the absence of fraud, the judgment of the

directors as to the value of any property or services received in full or partial payment for shares shall be conclusive.

When shares are issued upon payment of the consideration fixed by the board of directors, such shares shall be taken to be fully paid stock and shall be non-assessable.

~~Section 6. Pre-emptive Rights. Except as may~~
otherwise be provided by the board of directors, no holder of any shares of the stock of the corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants, or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

Section 7. Stock Rights and Options. The corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the board of directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgments of the directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

ARTICLE VII. COMMENCEMENT OF BUSINESS. The corporation shall commence business upon the filing with the Secretary of State of the State of Delaware of these Articles of Incorporation, executed and acknowledged in accordance with the General Corporation Law of Delaware.

ARTICLE VIII. MANAGEMENT. For the management of the business, and for the conduct of the affairs of the corporation, and for the further definition, limitation, and regulation of the powers of the corporation and its directors and stockholders, it is further provided:

Section 1. Size of Board. The number of directors shall be as specified in the by-laws of the corporation, and such number may from time to time be increased or decreased in such manner as prescribed by the by-laws. In no event shall the number of directors be less than three (3). Directors need not be stockholders.

Section 2. Powers of Board. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized and employed:

(a) To make, alter, amend and repeal, without stockholder consent, the by-laws;

(b) To authorize and issue, without stockholder consent, obligations of the corporation, secured and unsecured, under such terms and conditions as the board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the corporation, including

after-acquired property;

(c) To determine whether any and, if so, what part, of the earned surplus or net profits of the corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus or net profits;

(d) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations;

(e) To designate, by resolution or resolutions passed by a majority of the whole board, one or more committees, each consisting of two or more directors, which, to the extent permitted by law and authorized by the resolution or the by-laws, shall have and may exercise the powers of the board;

(f) To provide for the reasonable compensation of its own members by by-law, and to fix the terms and conditions upon which such compensation will be paid;

(g) In addition to the powers and authority hereinbefore or by statute, expressly conferred upon it, the board of directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the

State of Delaware, of these Articles of Incorporation, and of the by-laws of the corporation.

Section 3. Interested Directors. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or

(b) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(c) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the board of directors, a committee thereof, or the shareholders.

~~Interested directors may be counted in determining~~
the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction.

ARTICLE IX. COMPROMISES WITH CREDITORS OR WITH STOCKHOLDERS. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders of this

corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders of this corporation, as the case may be, and also on this corporation.

ARTICLE X. PLACE OF MEETING; CORPORATE BOOKS.

Subject to the laws of the State of Delaware, the Stockholders and the directors shall have power to hold their meetings, and the directors shall have power to have an office or offices and to maintain the books of the corporation outside the State of Delaware, at such place or places as may from time to time be designated in the by-laws or by appropriate resolution.

ARTICLE XI. AMENDMENT OF ARTICLES. The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Delaware, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directors, officers and stockholders are granted subject to this reservation.

ARTICLE XII. INCORPORATOR. The name and address of the incorporator of the corporation are as follows:

Lawrence S. Berger, residing at 448 Harding Drive,
South Orange, New Jersey.

The powers of the incorporator shall terminate upon
the filing of these Articles of Incorporation with the Secretary
of State of the State of Delaware.

~~ARTICLE XIII.~~ INITIAL DIRECTORS. The names and
addresses of the persons who shall serve as directors of the
corporation until the first annual meeting of stockholders or
until their successors are elected and qualify are as follows:

(a) Maurice Bick, residing at 64 White Oak Drive,
South Orange, New Jersey;

(b) Leo Kosowsky, residing at 6 Sturges Road,
Sharon, Massachusetts;

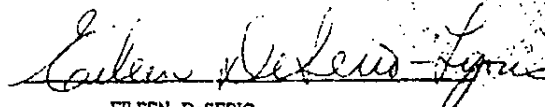
(c) Lawrence L. Lasser, residing at 56 Crest Drive,
South Orange, New Jersey

IN WITNESS WHEREOF, I have hereunto set my hand and
seal this 24th day of June, 1969.

 (L.S.)
LAWRENCE S. BERGER, Incorporator

STATE OF NEW JERSEY :
COUNTY OF *Essex* : SS.

BE IT REMEMBERED, that on this 24th day of June, 1969,
before me, the subscriber, a Notary Public of the State of New Jersey,
personally appeared LAWRENCE S. BERGER, who, I am satisfied, is
the person named in and who executed the within Instrument, and
thereupon, he acknowledged that he signed, sealed and delivered
the same as his act and deed, for the uses and purposes therein
expressed.


EILEEN DeSERIO
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Aug. 20, 1970

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

~~THE~~ AURIC CORPORATION OF N.J.

INTO

AURIC CORPORATION

* * * * *

AURIC CORPORATION, a corporation organized and existing under the laws of Delaware, DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 30th day of June, 1969, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of AURIC CORPORATION OF N.J., a corporation incorporated on the 22nd day of November, 1966, pursuant to the Business Corporation Act of the State of New Jersey.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 11th day of September, 1978, determined to and did merge into itself said AURIC CORPORATION OF N.J.:

RESOLVED, that AURIC CORPORATION merge, and it hereby does merge, into itself said AURIC CORPORATION OF N.J., and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall become effective on October 3, 1978; and

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said AURIC CORPORATION OF N.J. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be terminated and abandoned by the Board of Directors of AURIC CORPORATION at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said AURIC CORPORATION has caused this certificate to be signed by MAURICE BICK, its President and attested by BERTRAM LEVISON, its Secretary, this 26th day of September, 1978.

AURIC CORPORATION

By Maurice Bick
Maurice Bick, President

ATTEST:

By Bertram Levison
Bertram Levison, Secretary

CERTIFICATE OF AMENDMENT

FILED

8701170101

OF

APR 27 1987

9Am

CERTIFICATE OF INCORPORATION

Charles E. Bick
President

AURIC CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Auric Corporation resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by adding as Article XIV thereof, the following:

"No person serving as a director of the corporation shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Auric Corporation has caused this certificate to be signed by Maurice Bick, its President, and attested by Irving C. Marcus, its Assistant Secretary, this 9th day of April, 1987.

ATTEST:

Irving C. Marcus
IRVING C. MARCUS,
Assistant Secretary

AURIC CORPORATION

By: *Maurice Bick*
MAURICE BICK,
President

01/30/98

13:28

SKADDEN ARPS DE → DEL-DIV-OF-CORPS-3

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 01/30/1998
981038491 - 0719105

002

CERTIFICATE OF MERGER

OF

OM GROUP ACQUISITION COMPANY, INC.

INTO

AURIC CORPORATION

Pursuant to Section 251(c) of the General
Corporation Law of the State of Delaware

AURIC CORPORATION, a Delaware corporation, does hereby certify to the following facts relating to the merger of OM Group Acquisition Company, a Delaware corporation, into Auric Corporation (the "Merger"):

FIRST: The names and states of incorporation of the constituent corporations to the Merger are as follows:

<u>Name</u>	<u>State</u>
Auric Corporation	Delaware
OM Group Acquisition Company, Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated December 19, 1997 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the corporation surviving the Merger is Auric Corporation (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be amended in its entirety at the effective time of the Merger to read as set forth as Exhibit A to this Certificate of Merger.

FIFTH: An executed copy of the Merger Agreement is on file at an office of the Surviving Corporation, 470 Frelinghuysen Avenue, Newark, New Jersey 07114. A copy of the Merger Agreement will be furnished upon request and without cost to any stockholder of either constituent corporation.

IN WITNESS WHEREOF, Auric Corporation has caused this Certificate of Merger to be executed in its corporate name this 29th day of January, 1998.

AURIC CORPORATION

By: 

Name: Maurice Bick

Title: President and Chief
Executive Officer

Exhibit A

CERTIFICATE OF INCORPORATION

OF

AURIC CORPORATION

FIRST: The name of the corporation is Auric Corporation (hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, each having a par value of one penny (\$.01).

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by,

or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article FIFTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore 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, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

SEVENTH: 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.

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AURIC CORPORATION**

AURIC CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of Delaware (the "Corporation"), does hereby certify that:

FIRST: By written action of the sole director of the Corporation, acting pursuant to Section 141(f) of the General Corporation Law of Delaware, the following resolution was duly adopted:

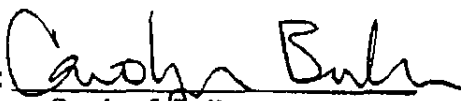
"RESOLVED, that Article First of the Certificate of Incorporation of the Corporation be and hereby is amended to read in full as follows:

FIRST: The name of the corporation is OMG FIDELITY, INC."

SECOND: The foregoing resolution was duly adopted by the sole stockholder of the Corporation by written consent pursuant to Sections 228 and 242 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, AURIC CORPORATION has caused this Certificate to be signed by Carolyn J. Buller, its Assistant Secretary, this 3d day of April, 1998.

AURIC CORPORATION

By: 
Carolyn J. Buller
Assistant Secretary

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED
OFFICE AND REGISTERED AGENT
OF
OMG FIDELITY, INC.

The Board of Directors of:

OMG FIDELITY, INC.

a Corporation of the State of Delaware, on this 4th day of
December, A.D. 1998, does hereby resolve and order that the
location of the Registered Office of this Corporation within this
State be, and the same hereby is:

1013 Centre Road, in the City of Wilmington, in the County
of New Castle, Delaware, 19805.

The name of the Registered Agent therein and in charge thereof
upon whom process against the Corporation may be served, is:
CORPORATION SERVICE COMPANY.

OMG FIDELITY, INC.

a Corporation of the State of Delaware, does hereby certify that the
foregoing is a true copy of a resolution adopted by the Board of
Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said corporation has caused this
Certificate to be signed by Michael J. Scott,
this fourth day of December A.D. 1998.

/s/ Michael J. Scott
Authorized Officer
Vice President

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:18 AM 12/31/2008
FILED 10:12 AM 12/31/2008
SRV 081242627 - 0719105 FILE

**CERTIFICATE OF MERGER
OF
ELECTROCHEMICALS INC.
WITH AND INTO
OMG FIDELITY, INC.**

December 31, 2008

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "**DGCL**"), the undersigned corporation organized and existing under and by virtue of the DGCL, does hereby certify as follows:

FIRST: That the name and State of Incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Electrochemicals Inc.	Delaware
OMG Fidelity, Inc.	Delaware

SECOND: That the Agreement and Plan of Merger, dated as of December 31, 2008 (the "**Merger Agreement**"), by and between Electrochemicals Inc. and OMG Fidelity, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the DGCL.

THIRD: The name of the surviving corporation following the merger (the "**Surviving Corporation**") is OMG Fidelity, Inc.

FOURTH: The Certificate of Incorporation of the Surviving Corporation is hereby amended to replace the Article First as set forth below:

FIRST: The name of the corporation is OMG Electronic Chemicals, Inc.

FIFTH: This Certificate of Merger shall be effective at the time of filing.

SIXTH: That the Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 400 Corporate Court, South Plainfield, NJ 07080.

SEVENTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, OMG Fidelity, Inc. has caused this Certificate of Merger to be executed on the first date written above.

OMG FIDELITY, INC.

By: /s/ Valerie Gentile Sachs
Name: Valerie Gentile Sachs
Title: Secretary