

KAUFMAN & CANOLES

— | A Professional Corporation | —
Attorneys and Counselors at Law

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May 16, 2000

S 45369

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900003259099--5
-05/19/00--01055--004
*****35.00 *****35.00

Re: Merger of Quad Chemical Corporation, a Florida corporation,
with and into
Quad Chemical Corp., a Virginia corporation
Our Matter No. 54530

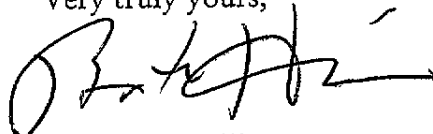
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*****35.00 *****35.00

Gentlemen:

Filed herewith are Articles of Merger for the captioned transaction together with two checks totaling \$70.00 payable to the Florida Department of State.

If you have any questions regarding this matter, please call me at 757-624-3106.

Very truly yours,



R. Braxton Hill, III

RBH/wsm

Enclosures

cc: Sarah Hall
Ruth Ann Clark

#615078 v1 - quad/art/fl/ltr2

FILED
00 MAY 19 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
T. LEWIS JUN 1 2000

Chesapeake
757 / 547-7177

Newport News
757 / 873-6300

Virginia Beach
757 / 491-4000

Williamsburg
757 / 229-7322

ARTICLES OF MERGER
Merger Sheet

MERGING:

QUAD CHEMICAL CORPORATION, a Florida corporation, S45369.

INTO

QUAD CHEMICAL CORP., a Virginia corporation not qualified in Florida.

File date: May 19, 2000

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF
QUAD CHEMICAL CORPORATION,
a Florida corporation
WITH AND INTO
QUAD CHEMICAL CORP.,
a Virginia corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The Plan of Merger is as follows:

1. The corporation planning to merge and the surviving corporation into which the corporation plans to merge are as follows: Quad Chemical Corporation, a Florida corporation (hereinafter referred to as "Merging Corporation") plans to merge with and into Quad Chemical Corp., a Virginia corporation (hereinafter referred to as the "Surviving Corporation").

2. The terms and conditions of the merger are as follows: For the purposes of Virginia law, the Merging Corporation shall, upon the effective date, requested to be December 31, 1999 (the "Effective Date"), of the Certificate of Merger issued by the Virginia State Corporation Commission, be merged with and into the Surviving Corporation. For purposes of Florida law, the merger shall be effective upon the approval by the Florida Secretary of State of the Articles of Merger.

3. The manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation shall be as follows:

On the Effective Date each of the outstanding shares of the Merging Corporation shall be surrendered and cancelled, and since there is a complete identity of interest of the stock ownership of both corporations, no additional shares of common stock of the Surviving Corporation shall be issued.

4. The purpose of this merger is to change the state of organization of the Merging Corporation from Florida to Virginia. The merger is intended to qualify under the provisions of Section 368(a)(1)(F) of the Internal Revenue Code of 1986.

SECOND: The merger shall be effective upon the issuance of the Certificate of Merger issued by the Virginia State Corporation Commission and upon the approval by the Florida Secretary of State.


THIRD: The plan of merger was:

(a) Adopted and approved by the written consent of the sole Director and sole Shareholder of Quad Chemical Corporation, a Florida corporation, on December 13, 1999.

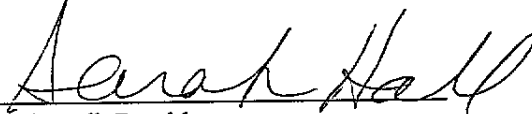
(b) Adopted and approved by the written consent of the sole Director and sole Shareholder of Quad Chemical Corp., a Virginia corporation, on December 13, 1999.

EXECUTED this 16th day of May, 2000.

QUAD CHEMICAL CORPORATION,
a Florida corporation

By 
Sarah Hall, President

QUAD CHEMICAL CORP.,
a Virginia corporation

By 
Sarah Hall, President

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