

STATE OF DELAWARE

THE AGREEMENT OF MERGER, dated this 7th day of April, 1971, between and among, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between MORTON-NORWICH PRODUCTS, INC., a Delaware corporation ("Moc-Nor"), TENAZZ CHEMICALS, INC., a Delaware corporation ("Tenaz"), and KANE BIOLOGICAL LABORATORIES, INC., a Delaware corporation ("Kane Biological"), said corporations being hereinafter collectively referred to as the "Constituent Corporations"),

WITNESSETH:

THAT WHEREAS, the Constituent Corporations desire to merge into a single corporation; and

WHEREAS, Moc-Nor, a corporation organized under the laws of the State of Delaware by its Certificate of Incorporation which was filed in the office of the Secretary of State on September 7, 1969, and recorded in the office of the Recorder of Deeds for the County of New Castle on September 17, 1969, has an authorized capital stock consisting of 31,979,600 shares, consisting of 2,000,000 shares of preferred stock, having a par value of \$10.00 per share, and 29,979,600 shares of common stock, having a par value of \$1.00 per share, of which stock no shares of said preferred stock have been issued and no shares of said common stock have been issued and 12,443,696 shares of such stock have been issued and outstanding and such shares will remain outstanding until they follow the terms and conditions related by this Agreement;

AND WHEREAS, Kane Biological, a corporation organized under the laws of the State of Delaware by its Certificate of Incorporation which was filed in the

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