

I, Robert B. Gerrie, an Assistant Secretary of Morton-Norwich Products, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary and under the seal of said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Texize Chemicals, Inc., a Delaware Corporation, and Maine Biological Laboratories, Inc., a Maine corporation, was duly adopted pursuant to subsection (f) of section 251 of Title 8 of the Delaware Code of 1953, without any vote of the stockholders of the surviving corporation; and that the Agreement of Merger does not amend in any respect the Certificate of Incorporation of the surviving corporation, and each share of stock of the surviving corporation outstanding immediately prior to the merger becoming effective shall remain outstanding immediately after the merger as an identical share of the surviving corporation, and no shares of common stock of the surviving corporation and no shares, securities or obligations convertible into such stock are to be issued or delivered under the Agreement of Merger, or the authorized unissued shares or the treasury shares of common stock of the surviving corporation to be issued or delivered under the Agreement of Merger plus those initially issuable upon conversion of any other shares, securities or obligations to be issued or delivered under such plan do not exceed 20 percent of the shares of common stock of the surviving corporation outstanding immediately prior to the effective date of the merger; and that the outstanding shares of the corporation were such as to render subsection (f) of section 251 of Title 8 of the Delaware Code of 1953 applicable; and that its Agreement of Merger was thereby adopted by action of the Board of Directors of said Morton-Norwich Products, Inc., and is the duly adopted