RECORD

OF

PROCEEDINGS

OF THE

Incorporators, Shareholders and Directors

OF

GLIDDEN EUROPE INC.
(Name of Corporation)

OF

Cleveland, Ohio

Incorporated under the Laws of Ohio

Published by
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CLEVELAND

RECEIPT AND CERTIFICATE **Nº 17655**

GLIDDEN EUROPE INC.

NAME

358063

NUMBER

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I certify that the attached document was received and filed in the office of TED W. BROWN, Secretary of State, at Columbus, Ohio, on the 4th day of February A. D. 1967, and recorded on Roll B492 at Frame 1528 of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.

Ted W. Brown

TED W. BROWN,
Secretary of State

Filed by and Returned To: The Glidden Company
Att: Hays M. Hunter
Staff Attorney
900 Union Commerce Building
Cleveland, Ohio 44115

FEE RECEIVED: $ 50.00

NAME: GLIDDEN EUROPE INC.

31-29

GLD002156

B492 1529
358063

ARTICLES OF INCORPORATION

OF

GLIDDEN EUROPE INC.

By ....
Date 2-4-67
Amount 50.00
31-79

THE UNDERSIGNED, a majority of whom are citizens of the United States, desiring to form a corporation for profit, under Sections 1701.01 et seq. of the Revised Code of Ohio, do hereby certify:

FIRST: The name of said corporation shall be Glidden Europe Inc.

SECOND: The place in the State of Ohio where its principal office is to be located is 900 Union Commerce Building, Cleveland, Ohio, in Cuyahoga County.

THIRD: The purposes for which it is formed are:

Manufacturing, processing, refining, buying and selling paints and varnishes and all other coating compositions, chemicals, pigments, naval stores, and plastics and all allied products and related sundries.

Manufacturing, refining, processing, buying and selling and otherwise dealing in animal and vegetable fats and oils; food and cereal products and ingredients; pharmaceuticals and pharmaceutical ingredients; animal, poultry, livestock and other feeds, feed concentrates and meals; and all other products, commodities and derivatives of agriculture.

Exploring for, developing, drilling, mining, milling, concentrating, smelting, distilling, refining, processing, manufacturing, buying and selling and otherwise producing and dealing with all kinds of ores, metals, minerals, petroleum, natural gas, oils and all kinds of hydrocarbons and the products and by-products thereof of every kind and description.

Manufacturing, equipping, installing, repairing, reconstrucing, buying, selling or otherwise dealing in any articles consisting, or partly consisting, of porcelain enamel, iron, steel, copper, stone, ores, wood or any other materials of any kind whatsoever, including among such manufacturing the stamping or enameling or ceramic coating of any of said articles or materials, and generally to engage in any other manufacturing business of any kind or character whatsoever.

Manufacturing, buying, selling, leasing, storing, warehousing, trading and otherwise acquiring, disposing of and dealing in and with agricultural and other commodities and merchandise, oil, natural gas and mining properties and royalties and in any and all other kinds of properties, interests, rights, claims, leases, locations or concessions relating to real, personal or mixed property and any interest or rights therein or thereto, and all other properties of every class and description, and in general to do and perform such acts and things within the United States, all dependencies, colonies or possessions of the United States and in foreign countries as may be necessary or incident to the carrying out of the foregoing purposes.

To have all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Ohio upon corporations organized under Sections 1701.01 et seq. of the Revised Code of Ohio or under any act amendatory thereof, supplemental thereto or substituted therefor.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of the article shall be regarded as independent objects and purposes.

FOURTH: The authorized number of shares of the corporation is five hundred (500) common shares, all of which shall be without par value.

FIFTH: The amount of stated capital with which the corporation will begin business is five hundred dollars ($500.00).

SIXTH: The following provisions are hereby agreed to for the purpose of defining, limiting and regulating the exercise of the authority of the corporation, or of the directors, or of all of the shareholders:

The board of directors is expressly authorized to set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created, and to purchase on behalf of the corporation any shares issued by it except to the extent, if any, forbidden by law or by any provision of these Articles of Incorporation or of any indenture or contract which is binding upon it.

The corporation may in its regulations confer powers upon its board of directors in addition to the powers and authorities conferred upon it expressly by Sections 1701.01 et seq. of the Revised Code of Ohio.

Any meeting of the shareholders or the board of directors may be held at any place within or without the State of Ohio in the manner provided for in the regulations of the corporation.

Any amendments to the articles of incorporation may be made from time to time, and any proposal or proposition requiring the action of shareholders may be authorized from time to time by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation.

SEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by Sections 1701.01 et seq. of the Revised Code of

Ohio, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 3rd day of February, 1967.

Richard K. Dutton

John P. White

Hays M. Hunter

Incorporators

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

Personally appeared before me, the undersigned, a Notary Public in and for said County, this 3rd day of February, 1967, the above named Richard K. Dutton, John P. White, and Hays M. Hunter, each of whom acknowledged the signing of the foregoing Articles of Incorporation to be his free act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal on the day and year last aforesaid.

Roger H Burgess
Notary Public

ROGER H. BURGESS, Notary Public - Ohio
Non-Expiring Commission — R.C. Sec. 147.03

B492 1533

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being at least a majority of the incorporators of GLIDDEN EUROPE INC., do hereby appoint Richard K. Dutton, a natural person and resident of said county, being the county in which the principal office of GLIDDEN EUROPE INC. has its principal office, as the person upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

His complete address is 900 Union Commerce Building, Cleveland, Cuyahoga County, Ohio.

Cleveland, Ohio

GLIDDEN EUROPE INC.

Richard K. Dutton

Richard K. Dutton

John P. White

John P. White

Hays M. Hunter

Hays M. Hunter

GLIDDEN EUROPE INC.

Gentlemen: I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.

Richard K. Dutton

Richard K. Dutton

GLD002161

PROCEEDINGS OF THE INCORPORATORS

On this 7th day of February, 1967, at least a majority of the incorporators of

GLIDDEN EUROPE INC.

met at 900 Union Commerce Building, Cleveland, Ohio, to order the receipt of subscriptions for shares of said corporation, to fix the time and place for such receipt and waive the notice of such meeting; and having agreed upon such time and place the following order for the receipt of subscriptions was made in writing by at least a majority of the subscribers to the articles of incorporation of said corporation.

ORDER FOR AND WAIVER OF NOTICE OF THE RECEIPT OF SUBSCRIPTIONS AND DECLARATION OF VALUE OF THE SHARES OF

GLIDDEN EUROPE INC.

Cleveland, Ohio
February 7, 1967

GLIDDEN EUROPE INC.

We, the undersigned, being at least a majority of the incorporators, do hereby waive notice of the time and place of such receipt of subscriptions, and do hereby order that such subscriptions to the shares of said Corporation be received at 900 Union Commerce Building, in the City of Cleveland, Cuyahoga County, Ohio, on the 7th day of February, 1967, at 10:00 o'clock A.M.

And we do hereby fix and declare the consideration to be received by the corporation for the shares to be:
One Hundred ($100.00) Dollars per share for common shares, $500.00 of which shall be allocated to stated capital,

Richard K. Dutton

Richard K. Dutton

John P. White

Hays M. Hunter

In accordance with the foregoing order, subscriptions to the shares were received at 900 Union Commerce Building, Cleveland, Cuyahoga County, Ohio, on the 7th day of February, 1967, at 10:00 o'clock A.M., and the following subscriptions were received:

PROCEEDINGS OF THE INCORPORATORS

SHARE SUBSCRIPTION

GLIDDEN EUROPE INC.

We, the undersigned, do hereby severally subscribe for the number of shares of

GLIDDEN EUROPE INC.

set opposite our respective names, and do agree to pay therefor One Hundred ($100.00) Dollars per share for the common shares.

Name	Number of Shares	Class of Shares
The Glidden Company (An Ohio corporation)	5	Common

By [signature]

R. K. Dutton

GLD002163

NOTICE OF FIRST SHAREHOLDER MEETING

Notice is hereby given that the first meeting of the shareholders of GLIDDEN EUROPE INC. will be held at the office of the corporation, at 900 Union Commerce Building in the City of Cleveland, Cuyahoga County, Ohio, on the 7th day of February, 1967, at 10:30 A.M., for the purpose of adopting a code of regulations, electing a Board of Directors and transacting such other business as may lawfully come before the meeting.

Richard K. Dutton

John P. White

Hays M. Hunter

GLD002164

ACTION BY WRITTEN CONSENT OF SHAREHOLDERS

Cleveland, Ohio, February 7, 1967

Pursuant to the authority of Ohio Revised Code Sec. 1701.54, the undersigned, all of the shareholders of GLIDDEN EUROPE INC., do take and adopt the following action by our written consent:

A code of regulations for the government of the corporation was adopted and entered into these minutes. Such regulations are attached as Exhibit A to these minutes.

Election of a Board of Directors consisting of the following members for the term for which they were elected or until their successors are elected and qualify and appoints February 7, 1967, at 11:00 o'clock A.M. as the time and place for the holding of the first meeting of directors.

Dwight P. Joyce
B. W. Maxey
William G. Phillips
Paul W. Neidhardt
George S. Warner

Thereupon, the following written assent to the adoption of the code of regulations aforesaid and election of directors was entered in these minutes and subscribed by all of the shareholders of this corporation.

ASSENT TO THE ADOPTION OF REGULATIONS
AND ELECTION OF DIRECTORS

February 7, 1967

We, the undersigned, being all of the shareholders of GLIDDEN EUROPE INC., entitled to receive notice of a meeting for such purpose, do hereby consent, in writing, to the adoption of the code of regulations hereinbefore set forth for the government of this corporation, and election of directors for this corporation.

Names	No. of Shares
The Glidden Company (An Ohio corporation)	5

By______________________________
Richard K. Dutton

GLD002165

WAIVER OF NOTICE OF SHAREHOLDER MEETING

We, the undersigned, being all of the shareholders of GLIDDEN EUROPE INC., do hereby waive all requirements of notice as to time, place and purpose of the first meeting of the shareholders and do fix the 7th day of February, 1967, at 10:30 o'clock A.M., as the time and 900 Union Commerce Building, Cleveland, Ohio, as the place for holding the meeting for the purpose of adopting a code of regulations, electing a board of directors and transacting such other business as may lawfully come before the meeting.

The Glidden Company
(An Ohio corporation)

By Richard K. Dutton
Richard K. Dutton

GLD002166

EXHIBIT B

REGULATIONS of GLIDDEN EUROPE INC.

ARTICLE I
Meetings of Stockholders

Section 1. Annual Meeting. The annual meeting of the stockholders for the election of Directors and the consideration of the reports to be laid before such meeting shall be held at the principal office of the Company, in the City of Cleveland, Ohio, or at such other place in the State of Ohio as may be directed by the Board of Directors, on the second Thursday in December, 1967, and each year thereafter, at 10:00 o'clock A.M.

Section 2. Order of Business. The order of business at any meeting of stockholders shall be determined by the meeting.

Section 3. Special Meetings. Special meetings of the stockholders of this Company may be held at such times and places as may be ordered by the Board of Directors or by the holders of a majority in amount of the stock at the time entitled to voting privileges.

Section 4. Notice. Notice of any annual or special meeting of the stockholders shall be given to each stockholder, appearing as such upon the books of the Company, at the time entitled to voting privileges, by mailing the same to said stockholder's address appearing upon such books, at least ten days prior to the date of such meeting. The notice herein provided for may be waived at any time by the holders of all of the stock of the Company.

Section 5. Quorum. At any such meeting the holders of a majority in amount of the stock issued and outstanding entitled to voting privileges shall constitute a quorum for the transaction of business.

Section 6. Voting and Proxies. At each meeting of the stockholders, every stockholder having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such stockholder, which proxy must be filed with the Secretary before the person authorized thereby can vote thereunder. The person so authorized need not be a stockholder. Each stockholder present in person or by proxy at any annual or special meeting of the stockholders shall be entitled to one (1) vote for each share of stock having voting power registered in his name on the stock records of the Company at the close of business on the thirtieth day preceding the date of the meeting. Said record date for voting at any stockholders' meeting shall continue to be the record date for all adjournments of such meeting.

ARTICLE II
Board of Directors

GLD002167

Section 1. Election and Tenure of Office. The business and the affairs of this Company shall be conducted, managed and controlled by a Board of Directors consisting of not less than five (5) nor more than fifteen (15) members. The number of Directors may be fixed or changed by resolution adopted by the vote of the holders of shares, present in person or by proxy, at a meeting called to elect Directors, entitled to exercise a majority of the voting power, on such proposal, of the shares represented at such meeting, provided, however, that no

Director prior to the expiration of his term of office.

The Directors shall be elected by ballot of the stockholders at the annual meeting of the stockholders and shall hold office until the next annual meeting of the stockholders and until their respective successors are elected and qualified. When the annual meeting is not held or Directors are not elected thereat, they may be elected at a special meeting called and held for such purpose.

Section 2. Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the Company, in the City of Cleveland, Ohio, or at such other place within or without the State of Ohio as the Board of Directors may from time to time determine or as shall be specified or fixed in the respective notices or waivers of notice of such meetings.

Section 3. Organization Meeting. The Board of Directors shall meet for the purpose of organization, the election of officers and the transaction of other business, as soon as practicable after the adjournment of any stockholders' meeting at which Directors are elected, on the same day and at the same place at which such stockholders' meeting is held. Notice of such meeting need not be given. If by reason of the absence of a quorum or for any other reason such meeting is not held on said day, such meeting may be held at any other time or place which shall be specified in the notice given as hereinafter provided for special meetings of the Board of Directors or in a consent and waiver of notice thereof signed by all of the Directors.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and at such times as the Board shall from time to time by resolution determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting, which would otherwise be held on that day, shall be held at the same hour on the next succeeding business day not a legal holiday. Notice of regular meetings need not be given.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board of Directors or by any three members of the Board of Directors to be held at such time and place as shall be fixed by the person or persons called the meeting.

Written notice of the time and place of each special meeting of the Board of Directors shall be delivered personally to each Director or sent to each Director by mail, telegram, cablegram or radiogram at least three days before the time fixed for such meeting. Such notice, however, may be waived by any Director before or after the meeting.

Section 6. Quorum. A majority of the full Board of Directors shall be necessary to constitute a quorum for the transaction of business, except to fill vacancies in the Board of Directors or where it is impossible due to a national emergency or local disaster for the full Board of Directors to attend a meeting, the number of Directors present at such meeting shall constitute a quorum; provided, however, that the Directors present at any Directors' meeting, though less than a majority, may adjourn such meeting from time to time, to reconvene at such time and at such place stated in the minutes as shall be determined by a majority of the Directors present at such meeting. No notice of any adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken.

Section 7. Resignations. Any Director of the Company may resign at any time by giving written notice to the Chairman of the Board or to the Secretary of the Company. The resignation of any Director shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Vacancies. If the office of any Director or Directors becomes vacant, the remaining Directors or Director, though less than a majority of the whole Board, may, by a vote of a majority of their number, fill any vacancy or vancancies in the Board of Directors for the unexpired term.

Section 9. Compensation. Directors of the Company, as such, shall not receive any compensation for their services as directors, except such compensation, if any, as may be fixed by action of the stockholders; provided that, by resolution of the Board of Directors, a fixed sum, not to exceed One Hundred Dollars ($100) for each Director who is also an officer or employee of the Company, and not to exceed Two Hundred Fifty Dollars ($250) for each Director who is not such an officer or employee, and expenses of attendance, if any, may be allowed to each Director for attendance at each regular or special meeting of the Board of Directors; and provided further that nothing herein contained shall be construed to preclude any Director from serving the Company in any other capacity and receiving proper compensation therefor; and provided further that the aggregate annual compensation of each Director, for his services as director, shall not exceed the sum of Three Thousand Dollars ($3,000).

ARTICLE II-A
Indemnification of Directors and Officers

Each director and each officer of the Company, who is in office at the time of the adoption of this Article or thereafter, shall be indemnified by the Company against all costs and expenses (including the cost of reasonable settlements made with a view to the curtailment of costs of litigation) reasonably incurred by him in connection with or arising out of any claim, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the Company, whether or not he continues to be a director or officer at the time such costs and expenses are incurred, provided, however, that such indemnity shall not include any costs or expenses incurred by any such director or officer in respect of matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such director or officer, and provided further that the Company shall not indemnify any such director or officer against such costs and expenses incurred in any action, suit or proceeding, in which a settlement or compromise is effected, if the total amount of such costs and expenses, including the cost of settlement, incurred by such director of officer in connection therewith, shall substantially exceed the amount of the costs and expenses which might reasonably have been incurred by such director or officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall inure to the benefit of the heirs, executors or administrators of each such director of officer and shall not be exclusive of any other rights to which such director or officer may be entitled as a matter of law.

ARTICLE III
Officers

Section 1. Designations. The Company shall have a President, a Secretary, a Treasurer and a Controller and may also have, if the Board of Directors so determines, a Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and Assistant Controllers. The Board of Directors may also elect or appoint such other officers as the Board of Directors may from time to time deem expedient, who shall have such powers and perform such duties as may be prescribed by the Board of Directors.

The Chairman of the Board of Directors, the Vice Chairman of the Board of Directors and the President shall be chosen from the members of the Board of Directors. Other officers need not be members of the Board of Directors. Any two or more offices may be held by one and the same person, except that the offices of Chairman of the Board of Directors and Vice Chairman of the Board of Directors, the offices of President and Vice President, the offices of Treasurer and Controller, the offices of Treasurer and Assistant Treasurer, the offices of Secretary and Assistant Secretary and the offices of Controller and Assistant Controller may not be held by the same person.

Section 2. Election and Tenure of Office. The officers of the Company shall be elected by the Board of Directors and each officer of the Company elected by the Board of Directors shall hold office until the next annual meeting of the stockholders and until his successor is elected and qualified, unless sooner removed by the Board of Directors, which the Board of Directors shall have power to do at any time with or without cause.

Section 3. Compensation. The officers of the Company shall be paid such salaries or compensation as shall be determined from time to time by the Board of Directors.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairman of the Board of Directors or to the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise provided therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV
Duties of Officers

Section 1. Chairman of the Board of Directors. The Chairman of the Board of Directors shall be the principal executive officer of the Company and shall have general supervision and control of the business and affairs of the Company, subject, however, at all times to the control of the Board of Directors and the Executive Committee.

The Chairman of the Board of Directors shall preside at all meetings of the stockholders and of the Board of Directors.

Section 2. Vice Chairman of the Board of Directors. The Vice Chairman of the Board of Directors shall perform such duties as from time to time may be imposed upon him by the Board of Directors or by the Executive Committee or by the Chairman of the Board of Directors, and in case of the absence or disability of the Chairman of the Board of Directors, or of a vacancy in his office, the Vice Chairman of the Board of Directors shall bevested with all the powers, and be required to perform all the duties, of the Chairman of the Board of Directors.

Section 3. President. The President shall perform such duties as specifically imposed upon him by statute and such other duties as from time to time may be imposed upon him by the Board of Directors or by the Executive Committee or by the Chairman of the Board of Directors, and shall be the general manager of the business of the Company, subject, however, at all times to the control of the Board of Directors, and of the Executive Committee and of the Chairman of the Board of Directors, and in case of the absence or disability of both the Chairman of the Board of Directors and Vice Chairman of the Board of Directors, or of vacancies in the offices of both of them, the President shall be vested with all of the powers, and be required to perform all of the duties, of the Chairman of the Board of Directors.

Section 4. Vice Presidents. Each Vice President of the Company shall perform such duties as from time to time may be imposed upon him by the Board of Directors or by the Executive Committee or by the Chairman of the Board of Directors and in case of the absence or disability of the President, or of a vacancy in his office, the Vice President (or if there be more than one Vice President, then the Vice Presidents in the order in which they were elected at the last preceding annual election of officers) shall be vested with all of the President's powers and required to perform all of the President's duties.

Section 5. Secretary. The secretary shall record, or cause to be recorded, in books provided for that purpose, all of the proceedings of the stockholders and of the Board of Directors and also of the Executive Committee, if said Committee shall not have appointed its own Secretary; shall give, or cause to be given, all notices required by law or by the provisions of these Regulations; shall be the custodian of the corporate seal of the Company and shall affix said corporate seal to all writings and documents requiring such corporate seal or the execution of which by the Company under its corporate seal is duly authorized; and, on the expiration of his term of office, the Secretary shall deliver to his successor or to the Chairman of the Board of Directors all books, documents and other records of the Company held in his custody; and in general, the Secretary shall perform all duties usually pertaining to said office of Secretary and such other duties as may be required by the Board of Directors or the Executive Committee or the Chairman of the Board of Directors.

Section 6. Assistant Secretaries. The Assistant Secretaries of the Company shall perform such duties as from time to time may be respectively imposed upon them by the Board of Directors or by the Executive Committee or by the Chairman of the Board of Directors, and in case of the absence or disability of the Secretary, or of a vacancy in his office, the Assistant Secretary (or if there be more than one Assistant Secretary, then the Assistant

Secretary who is then the senior in office) shall be vested with all the Secretary's powers and required to perfrom all the Secretary's duties.

Section 7. Treasurer. The Treasurer shall receive and safely keep all moneys, checks, notes or drafts received by the Company belonging to it, and make proper deposit of the same in the name of the Company and shall disburse said moneys under the direction of the Board of Directors. The Treasurer generally shall perform those duties usually pertaining to the office of Treasurer, and such other duties as the Board of Directors or the Executive Committee or Chairman of the Board of Directors shall require and at the termination of his term of office, shall deliver all moneys and other property of the Company into the possession of his successor or to the Chairman of the Board of Directors.

Section 8. Assistant Treasurers. The Assistant Treasurers of the Company shall perform such duties as from time to time may be respectively imposed upon them by the Board of Directors or by the Executive Committee or by the Chairman of the Board of Directors, and in case of the absence or disability of the Treasurer or of a vacancy in his office, the Assistant Treasurer (or if there be more than one Assistant Treasurer, then the Assistant Treasurer who is then the senior in office) shall be vested with all the Treasurer's powers and required to perfrom all the Treasurer's duties.

Section 9. Controller. The Controller shall keep the books of account, accounting records and financial records of the Company and he shall maintain internal audit and control over all disbursements of funds and other financial transactions of the Company, subject, however, at all times to the control of the Board of Directors and of the Executive Committee. He shall render to the Chairman of the Board of Directors and to the Board of Directors and to the Executive Committee reports and statements of the financial condition of the Company and such other financial statements as any of them may request, and shall perform such other duties as may be required by the Board of Directors or by the Executive Committee or by the Chairman of the Board of Directors and shall render at meetings of stockholders such financial statements of the Company as may be required by law.

Section 10. Assistant Controllers. The Assistant Controllers of the Company shall perform such duties as from time to time may be respectively imposed upon them by the Board of Directors or by the Executive Committee or by the Chairman of the Board of Directors, and in case of the absence or disability of the Controller, or of a vacancy in his office, the Assistant Controller (or if there be more than one Assistant Controller, then the Assistant Controller who is then the senior in office) shall be vested with all the Controller's powers and required to perfrom all the Controller's duties.

ARTICLE V
Executive Committee

Section 1. Number and Election. The Board of Directors may at any time elect from their number an Executive Committee which shall consist of not less than three (3) members, each of whom shall hold office during the pleasure of the Board and may be removed at any time with or without cause, by the vote thereof.

Section 2. Duties. The Executive Committee shall be vested with the powers of the Board of Directors between meetings of the Board, subject to limitations which may from time to time be placed upon the Executive Committee by the Board of Directors.

Section 3. Meetings. Meetings of the Executive Committee shall be held on call of the Chairman of the Board of Directors or of any two members of the Committee. All members of the Committee shall be notified of its meetings, and a majority of its members shall constitute a quorum. The Executive Committee shall keep a record of its meetings and transactions which shall at all times be open to the inspection of any Director.

ARTICLE VI
Certificates of Stock

Each stockholder shall be entitled to a certificate or certificates of his paid up stock in the Company, signed by the President or a Vice President, sealed with the corporate seal and attested by the Secretary or Assistant Secretary, transferable on the books of the Company by the stockholder in person or by attorney on surrender of such certificate or certificates and the payment of all dues on the same.

ARTICLE VII
Corporate Seal

This Company shall have no seal.

ARTICLE VIII
Signing of Checks, Notes, Etc.

All checks, notes and other obligations or evidences of indebtedness of the Company shall be drawn and signed by one or more Executive Officers of the Company granted such authority by resolution of the Board of Directors. The Board of Directors may also grant any two of said Executive Officers authority to designate other officers and employees of the Company, one or more of whom shall be empowered to sign or countersign checks and to endorse, for collection or deposit to the credit of the Company, checks, notes, or other obligations or evidences of indebtedness.

ARTICLE IX
Fiscal Year

The fiscal year of this Company for 1967 shall begin February 4, 1967 and end August 31, 1967 and subsequent fiscal years shall begin with the first day of September in each calendar year and end on the 31st day of August of the calendar year following.

ARTICLE X
Amendments

These regulations may be altered, repealed or amended by the consent in writing of two-thirds of the outstanding capital stock at the time entitled to voting privileges, or at any annual meeting of stockholders or meeting called for that purpose, by the vote of the holders of a majority of the outstanding capital stock at the time entitled to voting privileges.

ACTION BY WRITTEN CONSENT OF SHAREHOLDERS

Cleveland, Ohio, December 14, 1967

Pursuant to the authority of Ohio Revised Code Sec. 1701.54, the undersigned, all of the shareholders of GLIDDEN EUROPE INC., do take and adopt the following action by written consent:

Election of a Board of Directors consisting of the following members for the term for which they were elected or until their successors are elected and qualify.

William G. Phillips
Paul W. Neidhardt
George S. Warner
Robert E. Dorfmeyer
Richard K. Dutton

Approval of the Balance Sheet and Profit and Loss Statement for the Corporation as prepared and certified by the Auditors and as presented to the shareholders.

Approval of the change in the fiscal year of the corporation in the future to begin with the first day of July in each calendar year and end on the 30th day of June of the calendar year following. The current fiscal year which commences September 1, 1967, shall end June 30, 1968.

Approval of the change in the date of the Annual Meeting of the stockholders to the third Thursday in October each year at 2:15 o'clock P.M.

Thereupon, the following written assent to the election of directors and approval of the Auditor's reports was entered in these minutes and subscribed by all of the shareholders of this corporation.

ASSENT TO THE ADOPTION OF REGULATIONS
AND ELECTION OF DIRECTORS

December 14, 1967

We, the undersigned, being all of the shareholders of GLIDDEN EUROPE INC., entitled to receive notice of a meeting for such purposes, do hereby consent in writing, to the adoption of the code of regulations hereinbefore set forth for the government of this corporation, and election of directors for this corporation.

Names	No. of Shares
SCM Corporation (A New York corporation) By R. K. Guthrie Assistant Secretary	5

GLD002174