

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ELTRA CORPORATION

INTO

ATREL CORPORATION

UNDER SECTION 253 OF THE DELAWARE GENERAL

CORPORATION LAW

ATREL CORPORATION, formerly AC Holding Corporation, a corporation organized and existing under the laws of Delaware, does hereby certify as follows:

1. This corporation was incorporated on the 22nd day of June, 1979, pursuant to the General Corporation Law of the State of Delaware. Its name was changed to Atrel Corporation on March 18, 1980.

2. This corporation owns all of the outstanding shares of the stock of Eltra Corporation, a corporation incorporated under the name of Mergenthaler Linotype Company on the 16th day of December, 1895, pursuant to the Business Corporation Law of the State of New York.

3. This corporation, by the unanimous written consent of the members of its Board of Directors, adopted on the 23rd day of January, 1980, and filed with the minutes of the Board, determined to merge into itself said Eltra Corporation, as follows:

> RESOLVED, that the Plan of Merger (the "Plan of Merger") between Eltra Corporation, a New York corporation, and the Corporation, in the form attached hereto,

be, and it hereby is, adopted, and that the transactions contemplated thereby, be, and they hereby are, approved in all respects, all pursuant to Sections 905 and 907 of the Business Corporation Law of the State of New York and Section 253 of the General Corporation Law of the State of Delaware; that the President and the Secretary or the Assistant Secretary of the Corporation be, and each hereby is, authorized and directed to execute and deliver in the name and on behalf of the Corporation and under its corporate seal, or otherwise a Plan of Merger in substantially the form thereof attached hereto with such changes therein and additions thereto as the officers executing the same shall, as evidenced by their execution thereof, approve.

RESOLVED, that the proper officers of the Corporation and its counsel be, and they hereby are, authorized to take all such further action and to execute and deliver all such further instruments and documents, in the name and on behalf of the Corporation and under its corporate seal or otherwise, to pay all such expenses as in their judgment shall be necessary, proper or advisable in order fully to carry out the intent and accomplish the purposes of the foregoing resolutions.

4. This corporation, in accordance with the Plan of Merger previously adopted, by the unanimous written consent of the members of its Board of Directors, adopted on the 14th day of March, 1980, and filed with the minutes of the Board, further resolved as follows:

RESOLVED, that upon the effectiveness of the merger of the Corporation with its subsidiary, Eltra Corporation, a New York corporation, the Corporation's corporate name shall be changed by changing Article I of the Certificate of Incorporation of the Corporation to read as follows:

"Article I The name of the corporation is Eltra Corporation."

IN WITNESS WHEREOF, said ATREL CORPORATION has caused this certificate to be signed by Kevin M. Salisbury, its Vice President, and attested by William T. Reynolds, its Secretary, this 13th day of May, 1980.

ATREL CORPORATION

By [signature]
Kevin M. Salisbury
Vice President

ATTEST:

By [signature]
William T. Reynolds
Secretary

STATE OF NEW JERSEY)
COUNTY OF MORRIS) ss.:

On this 13th day of May, 1980, before me personally came Kevin M. Salisbury to me known, who, being by me duly sworn, did depose and say that he resides at [illegible] ; that he is [illegible] of Atrel Corporation, the corporation described in and which executed the above instrument; that he knows the corporate seal of said corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation, and that he signed his name thereto by like authority.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[signature]
Notary Public
THERESA A. BUCCOLO
NOTARY PUBLIC OF NEW JERSEY
[illegible] County
[illegible] Morris County
Commission Expires Feb 21, 1983

[SEAL]

ATTACHMENT

PLAN OF MERGER

PLAN OF MERGER, dated as of January 23, 1980 of Eltra Corporation, a New York corporation ("Eltra") and AC Holding Corporation, a Delaware corporation ("AC Holding"). Eltra was originally incorporated in New York in 1895 under the name Mergenthaler Linotype Company. Eltra and AC Holding are the constituent corporations. AC Holding shall be the surviving corporation, and its name shall be changed to Eltra.

The authorized capital stock of Eltra is 200 shares of Common Stock, without par value, all of which are issued and outstanding and owned by AC Holding, which is a wholly-owned subsidiary of Allied Chemical Corporation, a New York corporation.

The terms and conditions of the merger of Eltra into AC Holding (the "Merger") are as follows:

1. THE MERGER.

(a) General. Subject to and upon the terms and conditions hereof, Eltra shall be merged with and into AC Holding, which shall be the surviving corporation. From and after the effective date of the Merger, the corporate existence of AC Holding, with all its rights, privileges and immunities, shall continue unaffected and unimpaired by the Merger, and the corporate existence of Eltra, with all its rights, privileges and immunities, shall be merged into AC Holding and AC Holding shall, as the surviving corporation, be fully vested therewith in accor-

dance with the applicable laws of the States of Delaware and New York. The separate existence and corporate organization of Eltra, except insofar as they may be continued by statute, shall cease on the effective date of the Merger.

(b) Effective Date. The Merger shall become effective on the day on which, and at the time, the last of the following actions shall have been completed: (i) this Plan shall have been adopted by the Board of Directors of AC Holding in accordance with applicable Delaware and New York law; (ii) a certificate of merger, in the form required by the New York Business Corporation Law and the Delaware General Corporation Law in connection with the Merger, shall have been signed and verified and delivered to the office of the New York Department of State and to the Secretary of State of Delaware on behalf of AC Holding and (iii) such certificate of merger shall have been filed by the New York Department of State and the Secretary of State of Delaware.

(c) Certificate of Merger. As soon as practicable after the approval of the Merger by the Board of Directors of AC Holding, AC Holding shall cause the Merger to be consummated by causing the delivery to and filing by the New York Department of State and the Secretary of State of Delaware of a certificate of merger, as set forth above.

(d) Certificate of Incorporation and By-Laws. The Certificate of Incorporation and the By-Laws of AC Holding on the effective date of the Merger shall thereafter continue to be

AC Holding's Certificate of Incorporation and By-Laws until amended as provided by law.

(e) Cancellation of Shares. Upon the effectiveness of the Merger, the Shares of Eltra held by AC Holding shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, and AC Holding shall receive no consideration in respect of such Shares.

(f) Effect of the Merger. Upon the effectiveness of the Merger all rights, privileges, immunities, powers and purposes and all the property, real and personal, including subscriptions to shares, causes of action and every other asset of each of Eltra and AC Holding shall be vested in AC Holding, as the surviving corporation, without further act or deed. AC Holding, as the surviving corporation, shall assume and be liable for all the liabilities, obligations and penalties of Eltra and AC Holding. No liability or obligation due or to become due, claim or demand for any cause existing against Eltra or AC Holding, or any shareholder, officer or director thereof, shall be released or impaired by the Merger. No action or proceeding, whether civil or criminal, then pending by or against Eltra or AC Holding, or any shareholder, officer or director thereof, shall abate or be discontinued by the Merger, but may be enforced, prosecuted, settled or compromised as if the Merger had not occurred, or AC Holding, as the surviving

corporation, may be substituted in such action or proceeding in place of Eltra.

2. REPRESENTATIONS OF AC HOLDING. AC Holding hereby represents as follows:

(a) Corporate Organization. AC Holding is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware.

(b) Capacity and Authorization. AC Holding has all requisite corporate power and authority to enter into and perform all of its obligations under this Plan. The execution and delivery of this Plan have been duly authorized by all necessary corporate action on the part of AC Holding.

3. NAME CHANGE. Upon consummation of the Merger, without further action on the part of AC Holding, the name of AC Holding shall be changed to Eltra.

4. MISCELLANEOUS.

(a) Termination. This Plan may be amended or terminated and the Merger abandoned at the option of AC Holding.

(b) Applicable Law. This Plan shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, AC Holding and Eltra hereby have caused this Plan of Merger to be signed by the President or one of the Vice Presidents, and attested by the Secretary or one of the Assistant Secretaries, of each of them, all as of the date first hereinabove written.

AC HOLDING CORPORATION

(Seal)

By: _____
Vice President

Attest:

By: _____

ELTRA CORPORATION

(Seal)

By: _____

Attest:

By: _____