

CERTIFICATE OF INCORPORATION

of

LAKE ASBESTOS OF QUEBEC, LTD.

(a Delaware Corporation)

FIRST: The name of the Corporation is

LAKE ASBESTOS OF QUEBEC, LTD.

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

1. To mine, mill, concentrate, smelt, convert, treat, prepare for market, manufacture, sell, exchange, and otherwise produce and deal in asbestos and all other kinds of ores, minerals and metals and other materials and goods and merchandise of every nature and description.

2. To explore and prospect for, examine, investigate, survey, locate, appraise, purchase, exchange, take on lease or sublease, and otherwise acquire, own, hold, use, occupy, operate, work, manage, control, maintain, develop, improve, exploit, mortgage and otherwise encumber, bargain, sell, grant, assign, transfer, convey, let or sublet, and otherwise dispose of, and generally deal in and with mines, mining districts, mining rights, claims, concessions, quarries, mineral deposits and rights, water rights and ways, grants, lodes, beds, deposits containing or supposed to contain minerals, metals or ores of any kind;

3. To carry on any other business which may seem to the Corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Corporation's property or rights;

4. To purchase or otherwise acquire and undertake all or any of the assets, business, property, privileges, contracts, rights, obligations and liabilities of any other corporation or any society, firm or person carrying on any business which the Corporation is authorized to carry on, or possessed of property suitable for the purposes of the Corporation;

5. To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulae, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Corporation, or the acquisition of which may seem calculated directly or indirectly to benefit the Corporation, and to use, exercise, develop or grant licenses in respect of, or otherwise turn to account, the property, rights or information so acquired;

6. Subject to applicable law, to amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any other corporation or any society, firm or person, carrying on or engaged in or about to carry on or engage in any business or transaction which the Corporation is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Corporation; and to lend money to, guarantee the contracts of, or otherwise assist any such corporation, society, firm or person, and to take or otherwise acquire shares and securities of any such corporation, and to sell, hold, or otherwise deal with the same;

7. To take, or otherwise acquire and hold, shares, debentures or other securities of any other corporation having objects altogether or in part similar to those of the Corporation, or carrying on any business

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capable of being conducted so as directly or indirectly, to benefit the Corporation, and to sell or otherwise deal with the same;

8. To enter into any arrangements with any government or authority, municipal, local or otherwise, that may seem conducive to the Corporation's objects, or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Corporation may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

9. Subject to compliance with applicable law, to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Corporation or of its predecessors in business, or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object;

10. To promote any other corporation or corporations for the purpose of acquiring or taking over all or any of the property and liabilities of the Corporation, or for any other purpose which may seem directly or indirectly calculated to benefit the Corporation;

11. To purchase, take on lease or in exchange, hire, and otherwise acquire and to hold, sell, pledge or hypothecate or otherwise deal with any property and any rights or privileges which the Corporation may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery, plant and stock-in-trade;

12. Upon any land which is owned, occupied, or under the control of the Corporation for the purposes of its business and undertaking, to construct, improve, maintain, work, manage, carry out or control any roads, ways, branches or sidings, bridges, reservoirs, watercourses, wharves, manufactories, warehouses, electric works, shops, stores and other works and convenience

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which may seem calculated directly or indirectly to advance the Corporation's interests, and to contribute to, subsidize or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof;

13. To lend money to any other corporation, or any society, firm or person, having dealings with the Corporation or with whom the Corporation proposes to have dealings or to any other corporation any of whose shares are held by the Corporation;

14. To draw, make, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments;

15. To sell or dispose of the assets and undertaking of the Corporation or any part thereof for such consideration as the Corporation may think fit, and in particular for shares, debentures or securities of any other corporation which has objects altogether or in part similar to those of the Corporation;

16. To enter into arrangements with any government or any authority whether municipal, local or otherwise, that may seem to be conducive to the attainment of the purposes and objects of the Corporation or any of them and to obtain from any such government or authority any rights, privileges, franchises or concessions which the Corporation may have the capacity to receive and may desire to obtain and to carry out, exercise and comply with any such arrangements;

17. To procure the Corporation to be registered and recognized in any other State of the United States or foreign country or place, and to designate persons therein according to the laws of such state, foreign country or place to represent the Corporation and to accept service for and on behalf of the Corporation of any process or suit;

18. To remunerate any other corporation, or any society, firm or person for services rendered, or to be rendered, in placing or assisting the place or guaranteeing the placing of, any of the shares in the Corporation's capital or any debentures or other securities of the Corporation, or in or about the organization, formation or promotion of the Corporation or the conduct of its business; provided that the Corporation shall not issue any share of its capital stock at discount;

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19. To raise and assist in raising money for, and to aid by way of bonus, loan, endorsement, guarantee or otherwise, any other corporation with which the Corporation may have business relations or any of whose shares, debentures or other obligations are held by the Corporation and to guarantee the performance or fulfilment of any contracts or obligations of any such corporation or of any person with whom the Corporation may have business relations, and in particular to guarantee the payment of the principal of and interest on debentures or other securities, mortgages and liabilities of any such corporation;

20. To adopt such means of making known the products of the Corporation as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals;

21. To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Corporation;

22. To issue and allot shares of the capital stock of the Corporation in payment or part payment of any real or personal property purchased or otherwise acquired by the Corporation or any services rendered to the Corporation;

23. To distribute among the shareholders of the Corporation in kind, specie or otherwise, any property or assets of the Corporation including any proceeds of the sale or disposal of any property of the Corporation and in particular any shares, debentures, or other securities of or in any other corporation belonging to the Corporation, or of which it may have power to dispose; provided either that such distribution is made for the purpose of enabling the Corporation to surrender its charter, or that such distribution, apart from the provisions of this paragraph, would have been lawful if made in cash;

24. To pay out of the funds of the Corporation all or any of the expenses of or incidental to the formation and organization thereof, or which the Corporation may consider to be preliminary;

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25. To establish agencies and branches;

26. To invest and deal with the moneys of the Corporation not immediately required in such manner as may from time to time be determined;

27. To apply for, promote and obtain the enactment of any statute, ordinance, by-law, order, regulation or other authorization by any government or by any authority whether municipal, local or otherwise, which may seem calculated directly or indirectly to benefit the Corporation; and to oppose any such application by any other person which may seem calculated directly or indirectly to prejudice the Corporation's interests;

28. To take or hold mortgages, pledges, liens and charges to secure payment of the purchase price, or for any unpaid balance of the purchase price of any part of the Corporation's property of whatsoever kind sold by the Corporation, or any money due to the Corporation from purchasers and others and to sell or otherwise dispose of said mortgages, pledges, liens and charges;

29. To carry out all or any of the objects of the Corporation and do all or any of the above things as principal, agent, contractor, or otherwise, and either alone or in conjunction with others;

30. To conduct its business in any and all branches thereof, so far as permitted by law, in the State of Delaware, other States, the District of Columbia, the territories, colonies, possessions and dependencies of the United States and in foreign countries, and to maintain one or more offices and agencies either within or anywhere without the State of Delaware, and to hold, purchase, mortgage, convey and otherwise deal in and with real and personal property out of as well as within the State of Delaware;

31. To do all such other acts and things as are incidental or conducive to or consequential upon the attainment of the above objects and purposes and for the exercise of the powers herein conferred.

The enumeration of specified purposes, objects and powers shall not be considered to exclude, limit or re-

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strict in any manner any power, right or privilege given to the Corporation by law, or to limit or restrict the meaning of the general terms or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

Nothing herein contained shall be construed as giving the Corporation any rights, powers or privileges not permitted to it by law, but the occurrence within any of the foregoing clauses of this Article Third of any purpose, power or object prohibited by the laws of the State of Delaware or of any other State or of any district, territory, colony, dependency or foreign country in which the Corporation may carry on business shall not invalidate any other purpose, power or object not so prohibited, by reason of contiguity or apparent association therewith.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is ten thousand (10,000), all of which are to be without par value.

FIFTH: The minimum amount of capital with which the Corporation will commence business is Ten Thousand Dollars ($10,000.00).

SIXTH: The names and places of residence of the incorporators are as follows:

Name	Residence
R. Worth Vaughan	Tenafly, New Jersey
Harry Smith	Scarsdale, New York
John F. O'Conor	Larchmont, New York

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SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

NINTH: The number of directors of the Corporation shall be fixed by the by-laws and may be increased or decreased from time to time in the manner specified therein; provided, however, that the number of directors shall not be less than three. In the event of any increase in the number of directors, the additional directors may be elected as in the by-laws provided. Elections of directors need not be by ballot. Directors of the Corporation need not be stockholders.

TENTH: In furtherance, not in limitation, of the powers conferred upon the Board of Directors by statute, the Board of Directors is expressly authorized, without any vote or other action by stockholders other than such as at the time shall be expressly required by statute or by the provisions of this Certificate of Incorporation (and amendments thereof, if any) of the by-laws, to exercise all of the powers, rights, and privileges of the Corporation (whether expressed or implied in this Certificate of Incorporation or conferred by statute) and do all acts and things which may be done by the Corporation, including, but without limiting the generality of the foregoing, the right

(a) to make, alter, amend and repeal from

time to time by-laws of the corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the Board of Directors;

(b) to determine from time to time, subject to the laws of the State of Delaware, whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders; and, except as conferred by the laws of the State of Delaware, no stockholder shall have any right to inspect any account, book or document of the Corporation unless and until authorized so to do by resolution of the Board of Directors or of the stockholders entitled to vote; and

(c) to mortgage, pledge, hypothecate and otherwise encumber all or any of the property of the Corporation, whether real, personal or otherwise.

ELEVENTH: Both the stockholders and the Board of Directors shall have power to hold their meetings either within or without the State of Delaware, and the books of the Corporation (so far as not prohibited by the laws of said State) may be kept outside of the State of Delaware at such place or places as from time to time may be designated by the Board of Directors.

TWELFTH: No director of the Corporation shall be disqualified by his office from dealing or contracting with the Corporation as vendor, purchaser or otherwise, nor shall any contract or other transaction of the Corporation be void or voidable by reason of the fact that any of its directors or any firm or association of which any of its directors are members or any corporation of which any of its directors are stockholders, directors or officers, is in any way interested in such

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transaction or contract, provided that the fact of such interest be disclosed or known to the Board of Directors and provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such director) of a majority of a quorum, notwithstanding the presence of any such director at the meeting at which such action is taken. Such director or directors may be counted in determining the presence of a quorum at such meeting. No director shall be liable in any way with respect to any such transaction or contract which shall be authorized, approved or ratified as aforesaid. This Article Twelfth shall not be construed to invalidate or in any way effect any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto.

THIRTEENTH: Subject to the limitations provided for by the General Corporation Law of the State of Delaware, as from time to time amended, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and all rights herein conferred upon stockholders are granted subject to such reservation.

We, the undersigned, being each of the incorporators hereinbefore mentioned, for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of

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of Delaware, and the acts amendatory thereof and supplemental thereto, do make, file and record this certificate, hereby declaring and certifying that the facts herein stated are truly set forth, and, accordingly, have signed and sealed this certificate this 16th day of September, A.D. 1952.

R. Worth Vaughan (L.S.)

Harry A. Smith (L.S.)

John F. O'Connor (L.S.)

In the presence of:

A. V. Burke

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STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 16th day of September, A.D., 1952, personally came before me, a Notary Public for the County and State aforesaid, all of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.

/s/ Harold Howe

HAROLD HOWE
NOTARY PUBLIC, STATE OF NEW YORK
No. 24-6982900
QUALIFIED IN KINGS COUNTY
Certificates filed with:
Kings Co. Register, N.Y. Co. Clerk & N.Y. Co. Register
Commission Expires March 30, 1954

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State of Delaware

Office of Secretary of State

I, Harris B. McDowell, Jr., Secretary of State of the State of Delaware, hereby certify that the above and foregoing is a true and correct copy of

tificate of Incorporation of the "LAKE ASBESTOS OF QUEBEC,LTD.", received and filed in this office the seventeenth day of September, . 1952 at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this seventeenth day of September in the year of our Lord one thousand nine hundred and fifty-two.

Harris B. McDowell

Secretary of State

Helen A. Horbert

Ass't Secretary of State

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