

State of Delaware
Office of the Secretary of State

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PLAINTIFF'S EXHIBIT

NAR-239

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF "NORTH AMERICAN REFRACTORIES COMPANY", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 1968, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0242704 8100

AUTHENTICATION: 1113266

010212805

DATE: 05-03-01

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
North American Refractories Company
INTO
ELTRA Corporation

ELTRA Corporation, a corporation organized and existing under the laws of New York.

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 28th day of June, 1963, pursuant to the Stock Corporation Law of the State of New York, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That this corporation owns at least ninety percentum of the outstanding shares of the stock of North American Refractories Company, a corporation incorporated on the 12th day of September, 1928, pursuant to the General Corporation Law of the State of Delaware.

THIRD That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 30th day of July, 1968, determined to and did merge into itself said North American Refractories Company:

RESOLVED, That ELTRA Corporation merge, and it hereby does merge into itself said North American Refractories Company, and assumes all of its obligations; and

FURTHER RESOLVED, That the merger shall be effective upon the date of filing with the Secretary of State of Delaware.

FURTHER RESOLVED, That the plan of merger is as follows:

1. The name of the subsidiary corporation is North American Refractories Company, a Delaware corporation and the name of the surviving corporation is ELTRA Corporation, a New York corporation.
2. There are 346,386 shares of North American Refractories Company outstanding of which 344,892 are owned by ELTRA Corporation.
3. ELTRA Corporation will pay \$42.20 for each share of North American Refractories Company stock upon tender at ELTRA, Two Pennsylvania Plaza, N.Y., N.Y.

FURTHER RESOLVED, That the proper officers of this corporation be and they hereby are directed to notify each stockholder of record of said North American Refractories Company entitled to notice, within 10 days after the effective date of filing of the Certificate of Ownership and Merger, that said Certificate of Ownership and Merger has become effective; and

FURTHER RESOLVED That the proper officers of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said North American Refractories Company and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary proper to effect said merger.

FOURTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of North American Refractories Company as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code of 1955, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Two Pennsylvania Plaza, New York, New York 10001 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to ELTRA Corporation at the above address.

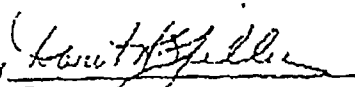
FIFTH. Anything herein or elsewhere to the contrary notwithstanding this merger may be terminated and abandoned by the board of directors of ELTRA Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said ELTRA Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by Robert H. Louisbury, its Vice President, and attested by David H. Spiller, its Secretary this 26th day of September, 1968.

ELTRA Corporation


Vice President

ATTEST:

By 
Secretary

STATE OF NEW YORK 1

COUNTY OF NEW YORK

BE IT REMEMBERED that on this 26th day of September, 1968, personally came before me, a Notary Public in and for the County and State aforesaid, Robert H. Lounsbury, Vice President of ELTRA Corporation, a corporation of the State of New York, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true, and that the seal affixed to said certificate and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

WALTER OCTAVIO PERDY
NOTARY PUBLIC, STATE OF NEW YORK
NO. 41-272004
QUALIFIED IN NEW YORK COUNTY
COMMISSION EXPIRES JANUARY 24, 1973

Walter Octavio Perdy
Notary Public

