

F98000003386

FOR THE RESEARCH SERVICES, INC.
P.O. BOX 10662 TALLAHASSEE, FL 32302
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FILED
00 JAN 28 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE: JANUARY 28, 2000
ACCOUNT NO: FCA000000015
AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge
Mersen

TYPE OF FILING
ARTICLES OF MERGER

100003114561-17

CORPORATE NAME
BETZDEARBORN PAPER PROCESS GROUP, INC.
INTO
BETZDEARBORN, INC.

RECEIVED
00 JAN 28 PM 12:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS:

PLEASE RETURN ONE CERTIFIED COPY

COST: \$78.75

For
1/28/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

BETZDEARBORN PAPER PROCESS GROUP, INC., a Fla corp. 681337

INTO

BETZDEARBORN, INC., a Pennsylvania entity, F98000003386

File date: January 28, 2000

Corporate Specialist: Annette Ramsey

Account number: FCA000000015

Account charged: 78.75

**ARTICLES OF MERGER
MERGING
BETZDEARBORN PAPER PROCESS GROUP INC.,
A FLORIDA CORPORATION,
WITH AND INTO
BETZDEARBORN INC.,
A PENNSYLVANIA CORPORATION**

FILED
00 JAN 28 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 1926 of the Pennsylvania Business Corporation Law (the "PBCL"), BetzDearborn Inc., a Pennsylvania corporation ("Parent"), is adopting the following Articles of Merger for the purpose of merging BetzDearborn Paper Process Group Inc., a Florida corporation ("Subsidiary"), with and into Parent (the "Merger").

1. Parent owns 100% of all issued and outstanding capital stock of Subsidiary. The Board of Directors of Parent adopted an Agreement and Plan of Merger (the "Plan") for the merger of Subsidiary into Parent. Under the Plan, Subsidiary will merge with and into Parent and with Parent being the surviving corporation (the "Surviving Corporation") in the Merger. The name of the Surviving Corporation will be "BetzDearborn Inc."

2. The Surviving Corporation is a domestic business corporation and the address of its current registered office in this Commonwealth is 4636 Somerton Road, Trevose, Pennsylvania USA 19053.

3. The manner in which the Plan was adopted by Parent is as follows: adoption by the Board of Directors of Parent pursuant to Section 1924(b)(3) of the PBCL.

4. The Plan was authorized, adopted or approved, as the case may be, by the Subsidiary in accordance with the laws of the jurisdiction in which it is incorporated.

5. The articles of incorporation of the Surviving Corporation shall be the articles of incorporation of Parent without any amendment thereto.

6. The full text of the Plan is on file at the principal place of business of the Surviving Corporation, the address of which is 4636 Somerton Road, Trevose, Pennsylvania 19053.

7. The Merger shall be effective as of 11:59 p.m. (Eastern Standard Time) on January 31, 2000.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger as of the 27 day of January, 2000.

BETZDEARBORN INC.,
a Pennsylvania corporation


Name: Peter D. Heinz
Title: Assistant Secretary

**ARTICLES OF MERGER
MERGING
BETZDEARBORN PAPER PROCESS GROUP INC.,
A FLORIDA CORPORATION
WITH AND INTO
BETZDEARBORN INC.,
A PENNSYLVANIA CORPORATION**

Pursuant to Section 607.1101 et seq. of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger are hereby adopted by BetzDearborn Paper Process Group Inc., a Florida corporation ("Subsidiary"), and BetzDearborn Inc., a Pennsylvania corporation ("Parent"), for the purpose of merging Subsidiary with and into Parent, with Parent being the surviving corporation (the "Merger"). Parent owns 100% of all issued and outstanding capital stock of Subsidiary.

1. A Plan of Merger (the "Plan") providing for the merger of Subsidiary with and into Parent is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Merger shall become effective on January 31, 2000 at 11:59 p.m. (Eastern Standard Time) in accordance with the provisions of the FBCA.
3. Shareholder approval of the Plan was not required pursuant to the provisions of Chapter 607 of the FBCA.
4. Resolutions approving the Merger and the adoption of the Plan were adopted by unanimous written consent by the Board of Directors of Parent effective as of January 27, 2000.
5. The address of the principal office of Parent under the laws of the State of Pennsylvania is 4636 Somerton Road, Trevoise, Pennsylvania 19053.
6. Parent hereby appoints the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the Merger.
7. Parent has agreed to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the Merger the amount, if any, to which they are entitled under Section 607.1302 of the FBCA.

These Articles of Merger have been executed by the undersigned as of the 27 day of January, 2000.

BETZDEARBORN PAPER PROCESS GROUP INC.,
a Florida corporation

By: Peter D. Heinz
Name: HEINZ
Title: Secretary

BETZDEARBORN INC.,
a Pennsylvania corporation

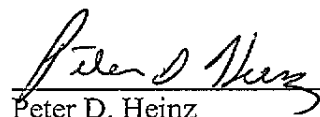
By: Peter D. Heinz
Name: Peter D. Heinz
Title: Assistant Secretary

**WAIVER OF FLORIDA MAILING REQUIREMENTS BY
THE SHAREHOLDER OF
BETZDEARBORN PAPER PROCESS GROUP INC.**

The undersigned sole shareholder of BetzDearborn Paper Process Group Inc., a Florida corporation, hereby waives any and all mailing requirements pursuant to Section 607.1104(3) of the Florida Business Corporation Act.

Dated: January 27, 2000

**BETZDEARBORN INC.,
a Pennsylvania corporation**

By: 

Name: Peter D. Heinz

Title: Assistant Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Merger Agreement") is entered into by and between BetzDearborn Paper Process Group Inc., a Florida corporation ("Subsidiary"), and its parent company, BetzDearborn Inc., a Pennsylvania corporation ("Parent").

WHEREAS, Subsidiary is a wholly-owned subsidiary of Parent;

WHEREAS, Parent owns all 10 issued and outstanding shares of no par common stock (the "Common Stock") of Subsidiary.

WHEREAS, the Board of Directors of Parent deems it advisable and in the best interests of each corporation and its respective shareholders to approve and adopt this Merger Agreement providing for the merger of the Subsidiary with and into Parent (the "Merger") as authorized by Articles 607.1101 et seq. of the Florida Business Corporation Act (the "FBCA") and Sections 1921 et seq. of the Pennsylvania Business Corporation Law (the "PBCL");

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of stating the terms and conditions of the Merger, the mode of effectuating the same, and such other details and provisions as are deemed desirable, the parties hereto agree as follows:

1. Merger. At the Effective Time (as defined herein) of the Merger, the Subsidiary shall be merged with and into Parent. Parent shall be the surviving corporation of the Merger (the "Surviving Corporation") and the separate corporate existence of the Subsidiary shall cease. The Merger shall become effective at 11:59 p.m. (Eastern Standard Time) on January 31, 2000 or such other time as determined by the officers of the Parent in their sole discretion. The date and time when the Merger shall become effective is herein referred to as the "Effective Time."

2. Governing Documents.

a. The Articles of Incorporation of Parent as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with the provisions thereof and applicable law.

b. The Bylaws of Parent as in effect immediately prior to the Effective Time shall constitute the Bylaws of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers and Directors. The persons who are officers and directors of Parent immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their

earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws and applicable law.

4. Name. The name of the Surviving Corporation shall be "BetzDearborn Inc."

5. Effect of the Merger. The effect of the Merger shall be that set forth in Section 1929 of the PBCL and Article 607.1106 the FBCA and the Surviving Corporation will be responsible for all debts and obligations of Subsidiary and will take title to all property of Subsidiary.

6. Franchise Taxes. The Surviving Corporation will be responsible for the payment of all fees and franchise taxes required by law to be paid by Subsidiary and the Surviving Corporation will be obligated to pay such fees and franchise taxes if the same are not timely paid.

7. Capitalization of Surviving Corporation; Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof:

a. Each share of the common stock of Parent outstanding immediately prior to the Effective Time shall remain outstanding and shall constitute the only outstanding shares of capital stock of the Surviving Corporation.

b. Each share of Subsidiary's Common Stock outstanding immediately prior to the Effective Time shall be canceled and retired and no payment shall be made with respect thereto.

8. Stock Certificates. At or after the Effective Time, the holder of the shares of the Common Stock that were outstanding prior to the Effective Time shall surrender the certificate that represented such shares and the Surviving Company shall, upon receipt of such certificate, cancel it without payment of any consideration therefor.

9. Other Provisions with Respect to the Merger. This Merger Agreement has been submitted to the Board of Directors of Parent as provided by the laws of the State of Florida and the State of Pennsylvania, respectively. After the approval or adoption thereof by the Board of Directors of Parent, in accordance with the requirements of the laws of the State of Florida and the laws of the State of Pennsylvania, respectively, all required documents shall be executed, filed and recorded, and all required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida and the State of Pennsylvania.

10. Governing Law. This Merger Agreement shall be governed by and construed in accordance with the laws of the State of Pennsylvania, except as required by the FBCA.

11. Counterparts. This Merger Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

12. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Merger Agreement.

IN WITNESS WHEREOF, the Subsidiary and Parent have caused this Merger Agreement to be signed by their respective duly authorized officers and delivered effective as of the 27 day of January, 2000.

BETZDEARBORN PAPER PROCESS GROUP INC.,
a Florida corporation

By: Peter D. Heinz
Name: Heinz
Title: Secretary

BETZDEARBORN INC.,
a Pennsylvania corporation

By: Peter D. Heinz
Name: Peter D. Heinz
Title: Assistant Secretary