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State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Agreement of Merger
filed in this office on November 16, 1987



Form 130

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Michael Harkins
Michael Harkins, Secretary of State

BY: *J. Butler*

DATE: April 27, 1988

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FILED

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AGREEMENT OF MERGER
BETWEEN
PLATT ENERGY CORPORATION
AND
UNITED STATES BORAX & CHEMICAL CORPORATION
(Pursuant to Section 251 of the
General Corporation Law of the State of Delaware)

This Agreement of Merger (this "Agreement") is entered into by and between Platt Energy Corporation, a Delaware corporation ("Platt") and United States Borax & Chemical Corporation, a Delaware corporation ("U.S. Borax"; Platt and U.S. Borax are collectively referred to herein as the "Constituent Corporations").

W I T N E S S E T H:

WHEREAS, Platt is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on January 8, 1981, by a Certificate of Incorporation filed with the Delaware Secretary of State on that date, said Certificate of Incorporation having been amended from time to time thereafter, the registered office of Platt in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, and the name of its registered agent at such office is The Corporation Trust Company; and

WHEREAS, U.S. Borax is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on June 4, 1969, by a Certificate of Incorporation filed with the Delaware Secretary of State on that date, said Certificate of Incorporation having been amended from time to time thereafter, the registered office of U.S. Borax in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, and the name of its registered agent at such office is The Corporation Trust Company; and

WHEREAS, by the Effective Date (as hereinafter defined) Platt will have an authorized capitalization consisting of: (1) Eleven Thousand (11,000) shares of \$.10 par value common stock ("Platt Common Stock"), of which Ten Thousand (10,000) shares were issued and outstanding on November 13, 1987; and (2) Two Hundred and Fifty Thousand (250,000) shares of \$100 cumulative redeemable preferred stock, \$1,000 par value ("Platt Preferred Stock"), none of which were outstanding on November 13, 1987; and

WHEREAS, U.S. Borax has an authorized capitalization consisting of: (1) One Hundred (100) shares of \$1.00 par value common stock ("U.S. Borax Common Stock"), all of which were issued and outstanding on November 13, 1987; and

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(2) Two Hundred and Fifty Thousand (250,000) shares of \$100 cumulative redeemable preferred stock, \$1,000 par value ("U.S. Borax Preferred Stock"), none of which were outstanding on November 13, 1987; and

WHEREAS, each of Platt and U.S. Borax are wholly-owned subsidiaries of R.T.Z. United Kingdom Holdings Limited; and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it desirable, upon the terms and subject to the conditions herein, that U.S. Borax be merged with and into Platt, with Platt as the surviving corporation, with all of the outstanding shares of U.S. Borax Common Stock to be converted into shares of Platt Common Stock at the ratio of ten shares of Platt Common Stock for each outstanding share of U.S. Borax Common Stock and each outstanding share of U.S. Borax Preferred Stock to be converted into one share of Platt Preferred Stock; and

WHEREAS, upon the Effective Date of the merger, Platt shall assume all the liabilities and obligations of U.S. Borax; and

WHEREAS, the Constituent Corporations intend the merger of U.S. Borax with and into Platt to qualify as a reorganization of U.S. Borax pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the Constituent Corporations hereby agree as follows:

I. Terms of Merger

1.1 On December 31, 1987 at 11:00 p.m. Eastern Standard Time (herein referred to as the "Effective Date"), U.S. Borax shall be merged with and into Platt, with Platt as the surviving corporation.

1.2 Prior to the Effective Date of the merger of U.S. Borax with and into Platt:

A. This Agreement shall be submitted to the stockholder entitled to vote thereon of each of the Constituent Corporations as provided by the applicable laws of the State of Delaware. If this Agreement is duly adopted by the requisite vote of such stockholder and is not terminated as contemplated by Article III of this Agreement, this Agreement having been executed in accordance with the law of the State of Delaware, shall be filed with the Delaware Secretary of State and a certified copy hereof shall be filed with the

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Office of the Recorder of Deeds of New Castle
County in the State of Delaware.

- B. The Certificate of Incorporation of Platt shall be amended to provide for the creation of a class of up to 250,000 shares of Platt Preferred Stock, and the authorization of an additional 1,000 shares of Platt Common Stock.

1.3 Upon the Effective Date of the merger of U.S. Borax with and into Platt:

- A. Each then outstanding share of U.S. Borax Common Stock shall, by virtue of the merger and without any further or additional action on the part of the holder thereof, be converted into ten shares of Platt Common Stock.
- B. Each then outstanding share of U.S. Borax Preferred Stock shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one share of Platt Preferred Stock.
- C. The previously issued and outstanding 10,000 shares of Platt Common Stock shall remain outstanding and are not affected by the merger.
- D. Platt shall assume all of U.S. Borax's liabilities and obligations.

II. Certificate of Incorporation
and By-Laws: Capital

- 2.1 Upon the aforesaid merger becoming effective, Article First of the Restated Certificate of Incorporation of this corporation shall be amended to read in its entirety as follows:

"FIRST: The name of the corporation is
UNITED STATES BORAX & CHEMICAL
CORPORATION"

- 2.2 The Amended and Restated By-Laws of Platt in effect on December 31, 1987 shall be the By-Laws of Platt as the surviving corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

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III. Amendment and Termination and Modification

- 3.1 At any time prior to the Effective Date of the merger, this Agreement may be amended by the Board of Directors of each of Platt and U.S. Borax to the extent permitted by Delaware law, notwithstanding favorable action on the merger by the stockholder of either or both of the Constituent Corporations.
- 3.2 At any time prior to the Effective Date of the merger, this Agreement may be terminated and abandoned by the Board of Directors of either Platt or U.S. Borax notwithstanding favorable action on the merger by the stockholder of either or both of the Constituent Corporations.
- 3.3 U.S. Borax shall from time to time, as when requested by Platt, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
- 3.4 The effect of the merger is as prescribed by Delaware law.

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IN WITNESS WHEREOF, the parties have executed this Agreement and have each caused its respective corporate seal to be affixed hereon, all as of the date first above written.

PLATT ENERGY CORPORATION .

[Seal]

By: RE Kendall
President
MA Aepman
Secretary

UNITED STATES BORAX & CHEMICAL CORPORATION

[Seal]

By: RE Kendall
President
MA Aepman
Secretary

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CERTIFICATE OF THE SECRETARY

OF

UNITED STATES BORAX & CHEMICAL CORPORATION

I, Wesley A. Ackerman, the Secretary of United States Borax & Chemical Corporation, hereby certify that pursuant to Section 251 of the General Corporation Law of the State of Delaware, the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the President and Secretary under the corporate seal of said corporation, was duly approved by written consent of the sole stockholder of United States Borax & Chemical Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware on November 13, 1987.

WITNESS my hand and seal of said United States Borax & Chemical Corporation this 13th day of November, 1987.


Secretary

(SEAL)

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CERTIFICATE OF THE SECRETARY

OF

PLATT ENERGY CORPORATION

I, Wesley A. Ackerman, the Secretary of Platt Energy Corporation, hereby certify that pursuant to Section 251 of the General Corporation Law of the State of Delaware, the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the corporation by the President and Secretary under the corporate seal of said corporation, was duly approved by written consent of the sole stockholder of Platt Energy Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware on November 13, 1987.

WITNESS my hand and seal of said Platt Energy Corporation this 13th day of November, 1987.

Wesley A. Ackerman
Secretary

[SEAL]

RECORDED AT THE REQUEST OF

Platt Corporation Systems

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OFFICIAL RECORDS
CLERK OF SUPERIOR COURT
CLERK OF DISTRICT COURT
FILE NO. 118111
FEE \$ 12.00

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