

Delaware

PAGE 1

The First State

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 MERGER, WHICH MERGES:

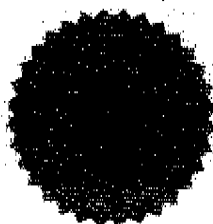
"ORBSEAL LLC", A MISSOURI LIMITED LIABILITY COMPANY,
WITH AND INTO "HENKEL CORPORATION" UNDER THE NAME OF "HENKEL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2005, AT 3:18 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0740913 8100M

051058129

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4402093

DATE: 12-23-05

PATENT

REEL: 017269 FRAME: 0290

12/23/2005 11:27 2155537773

CT CORPORATION SYS

PAGE 02/04

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:19 PM 12/23/2005
FILED 03:19 PM 12/23/2005
SRV 051058129 - 0740913 FILE

**CERTIFICATE OF MERGER
MERGING
ORBSEAL LLC WITH AND
INTO HENKEL CORPORATION**

Pursuant to Section 264(c) of the
Delaware General Corporation Law

The undersigned corporation organized and existing under and by virtue of the
General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of both of the constituent
entities in the merger is as follows:

<u>Name</u>	<u>State of Incorporation/Formation</u>
Orbseal LLC	Missouri
Henkel Corporation	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the
merger has been approved, adopted, certified, executed, and acknowledged by both of
the constituent entities in accordance with the requirements of Section 264(c) of the
General Corporation Law of the State of Delaware.

THIRD: That Henkel Corporation ("Henkel") shall be the surviving
corporation.

FOURTH: That the Amended and Restated Certificate of Incorporation of the
surviving corporation, Henkel, as in effect immediately prior to the effective date of the
merger, shall be the Amended and Restated Certificate of Incorporation of the surviving
corporation, and no amendments or changes to that Amended and Restated Certificate
of Incorporation are effected by this merger.

FIFTH: That the executed Agreement and Plan of Merger is on file at the
principal place of business of the surviving corporation. The address of the principal
place of business of the surviving corporation is The Triad, Suite 200, 2200 Renaissance
Boulevard, Gulph Mills, Pennsylvania 19406.

PATENT

REEL: 017269 FRAME: 0291

12/23/2005 11:27 2155637773

CT CORPORATION SYS

PAGE 03/04

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder or member of any constituent entity or corporation.

SEVENTH: That the merger shall be effective as of 11:59 p.m. on December 31, 2005.


HENKEL CORPORATION

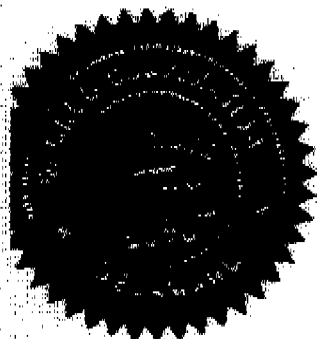
By:


John E. Knudson, President,
Chief Financial Officer

ATTEST:

By:


Gregory Gaglione, Assistant Secretary



12/23/2005 11:27 2155537773

OT CORPORATION SYS

PAGE 04/04

ACKNOWLEDGEMENT

COMMONWEALTH OF PENNSYLVANIA :

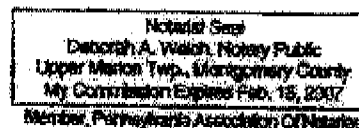
:

COUNTY OF MONTGOMERY :

:

On this 16th day of December, 2005, before me appeared John E. Krudson and Gregory Gaglione, to me personally known, who being by me duly sworn, did say that they are the President, Chief Financial Officer and the Assistant Secretary of Henkel Corporation and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation, by authority of its by-laws or from its board of directors, and said President, Chief Financial Officer and the Assistant Secretary of Henkel Corporation acknowledged said instrument to be the free act and deed of said corporation.

Deborah A. Welch
Notary Public



G:\Legal\Corporate\Orbessel LLC\Merger into Henkel Corporation\DE Certificate of Merger.doc