

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 RESTATED CERTIFICATE OF "NOVEON, INC.", CHANGING ITS NAME FROM "NOVEON, INC." TO "LUBRIZOL ADVANCED MATERIALS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MAY, A.D. 2007, AT 11:18 O'CLOCK A.M.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE FOURTH DAY OF JUNE, A.D. 2007.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5703730

DATE: 05-24-07

PATENT
REEL: 020442 FRAME: 0024

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:07 PM 05/24/2007
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**RESTATED CERTIFICATE OF INCORPORATION
OF
NOVEON, INC.**

* * * * *

Noveon, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Noveon, Inc. and the name under which the Corporation was originally incorporated is PMD Group Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State was November 3, 2000.

2. This Restated Certificate of Incorporation restates and integrates and further amends the Restated Certificate of Incorporation of the Corporation by changing the name of the Corporation to "Lubrizol Advanced Materials, Inc." and deleting Article EIGHTH regarding potential competitive opportunities.

3. The text of the Restated Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth in full:

FIRST: The name of the Corporation is:

Lubrizol Advanced Materials, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, and the par value of each such share is One Cent (\$0.01).

FIFTH: Elections of directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

SIXTH: The Board of Directors of the Corporation may make By-Laws and from time to time may alter, amend or repeal By-Laws.

SEVENTH: To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a Director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director.

4. This Restated Certificate of Incorporation was duly adopted by written consent of the sole stockholder in accordance with the applicable provisions of Section 228, 242 and 245 of the General Corporation Law of the State of Delaware.

5. This Restated Certificate of Incorporation shall be effective on June 4, 2007.

IN WITNESS WHEREOF, said Noveon, Inc. has caused this Certificate to be signed by Donald W. Bogus, its President, this 15th day of May, 2007.

NOVEON, INC.

By:


Donald W. Bogus, President