PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT5696197

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Execution Date
INTERFACE SOLUTIONS, INC.	06/30/2015

RECEIVING PARTY DATA

Name:	INTERFACE PERFORMANCE MATERIALS, INC.
Street Address:	216 WOHLSEN WAY
City:	LANCASTER
State/Country:	PENNSYLVANIA
Postal Code:	17603

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	16556784

CORRESPONDENCE DATA

Fax Number: (866)250-1636

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2034284420
Email: joneill@moylesip.com
Correspondent Name: MOYLES IP LLC
Address Line 1: 1 ENTERPRISE DRIVE
Address Line 2: SUITE 428
Address Line 4: SHELTON, CONNECTICUT 06484

ATTORNEY DOCKET NUMBER:	IPM017USDIVRE_IS_TO_IPM
NAME OF SUBMITTER:	JANELLE A. O'NEILL
SIGNATURE:	/Janelle A. O'Neill/
DATE SIGNED:	08/30/2019

Total Attachments: 31
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State of Delaware
Secretary of State
Division of Corporations
Delivered 03:30 PM 11/07/2018
FILED 03:30 PM 11/07/2018
SR 20187525605 - File Number 3462695

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
LYDALL PERFORMANCE MATERIALS (AMERICAS), INC.

Pursuant to Section 242 of the
General Corporation Law of the State of Delaware

Lydall Performance Materials (Americas), Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

Resolutions were duly adopted by the Board of Directors of the Corporation pursuant to Sections 141(f) and 242 of the General Corporation Law of the State of Delaware setting forth an amendment to the Certificate of Incorporation of the Corporation (the "Certificate") and declaring such amendment to be advisable. The resolution setting forth the amendment is as follows:

RESOLVED: That Article FIRST of the Certificate be and hereby is amended by deleting it in its entirety and substituting the following in lieu thereof:

FIRST: The name of the Corporation is: Lydall Performance Materials (US), Inc.

In withness whereof, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer as of this 7th day of November 2018.

LYDALL PERFORMANCE MATERIALS (AMERICAS), INC.

By: _____
Chad A. McDaniel, Sr. VP, General Counsel and CAO

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:59 PM 10/24/2018
FILED 02:59 PM 10/24/2018
SR 20187303318 - File Number 3462695

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
INTERFACE PERFORMANCE MATERIALS, INC.

Pursuant to Section 242 of the
General Corporation Law of the State of Delaware

Interface Performance Materials, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

Resolutions were duly adopted by the Board of Directors of the Corporation pursuant to Sections 141(f) and 242 of the General Corporation Law of the State of Delaware setting forth an amendment to the Certificate of Incorporation of the Corporation (the "Certificate") and declaring such amendment to be advisable. The resolution setting forth the amendment is as follows:

RESOLVED: That Article FIRST of the Certificate be and hereby is amended by deleting it in its entirety and substituting the following in lieu thereof:

FIRST: The name of the Corporation is: Lydall Performance Materials (Americas), Inc.

*****

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer as of this 31st day of August, 2018.

INTERFACE PERFORMANCE MATERIALS, INC.

By: _____

Name: CHAD A. McDAVID

Title: SVP, GC & CAO

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERFACE PERFORMANCE MATERIALS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF AUGUST, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INTERFACE PERFORMANCE MATERIALS, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

Jeffrey W. Bullock, Secretary of State

3462695 8300

SR# 20186158828

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203242891

Date: 08-14-18

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "INTERFACE PERFORMANCE MATERIALS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTIETH DAY OF DECEMBER, A.D. 2001, AT 1:42 O`CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "NEW ISI, INC." TO "INTERFACE SOLUTIONS, INC.", FILED THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2002, AT 5 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2002 AT 11:59 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE NINTH DAY OF AUGUST, A.D. 2005, AT 5:27 O`CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE NINETEENTH DAY OF DECEMBER, A.D. 2006, AT 5:47 O`CLOCK P.M.

Jeffrey W. Bullock, Secretary of State

3462695 8100H
SR# 20186158828

Authentication: 203242886
Date: 08-14-18

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

The First State

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006 AT 11:59 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE NINETEENTH DAY OF DECEMBER, A.D. 2006, AT 5:48 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006 AT 11:59 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTY-FIRST DAY OF MARCH, A.D. 2011, AT 2:11 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF APRIL, A.D. 2011 AT 12:01 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "INTERFACE SOLUTIONS, INC." TO "INTERFACE PERFORMANCE MATERIALS, INC.", FILED THE THIRTIETH DAY OF JUNE, A.D. 2015, AT 7:07 O`CLOCK P.M.

Jeffrey W. Bullock, Secretary of State

3462695 8100H
SR# 20186158828

Authentication: 203242886
Date: 08-14-18

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

The First State

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JULY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "INTERFACE PERFORMANCE MATERIALS, INC.".

Jeffrey W. Bullock, Secretary of State

3462695 8100H
SR# 20186158828

Authentication: 203242886
Date: 08-14-18

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:28 PM 06/30/2015
FILED 07:07 PM 06/30/2015
SRV 150996177 - 3462695 FILE

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF INTERFACE SOLUTIONS, INC.

(File No. 3462695)

It is hereby certified that:

1. The name of the corporation (hereinafter called the "**Corporation**") is Interface Solutions, Inc.

2. The Certificate of Incorporation of the Corporation as filed with Delaware Secretary of State on December 20, 2001 under the name New ISI, Inc., which name was changed to Interface Solutions, Inc. pursuant to Certificate of Merger filed on February 27, 2002, is hereby amended by striking Article 1 in its entirety and replacing it with the following:

"1: The name of the corporation is Interface Performance Materials, Inc. ("the Corporation")."

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

4. This amendment shall be effective on July 1, 2015.

IN WITNESS WHEREOF, the Corporation has caused this amendment to be executed by its officer hereto duly authorized this 30th day of June, 2015.

Interface Solutions, Inc.

By: _____
Name: William Warkentin
Title: Chief Executive Officer

US_ACTIVE:120154478.2.032407.00003

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:11 PM 03/31/2011
FILED 02:11 PM 03/31/2011
SRV 110364953 - 3462695 FILE

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP
MERGING
INTERFACE INVESTMENTS, INC. INTO
INTERFACE SOLUTIONS, INC.

SUBSIDIARY INTO PARENT
Section 253

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Interface Solutions, Inc., a corporation incorporated on the 20th day of December, 2001, pursuant to the General Corporation Law of Delaware;

DOES HEREBY CERTIFY that this corporation owns 100 percent of the capital stock of Interface Investments, Inc., a corporation incorporated on the 7th day of December, 2000, pursuant to the General Corporation Law of Delaware, and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 29th day of March, determined to and did merge into itself said Interface Investments, Inc., which resolution is in the following words to wit:

WHEREAS this corporation lawfully owns 100 percent of the outstanding stock of Interface Investments, Inc., a corporation organized and existing under the laws of Delaware, and

WHEREAS this corporation desires to merge into itself the said Interface Investments, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED, that pursuant to Section 253 of the Delaware General Corporation Law, the Directors and Shareholder of Interface Investments, Inc. do hereby agree that it shall be merged with and into Interface Solutions, Inc. pursuant to the Agreement and Plan of Merger, and

FURTHER RESOLVED, that any officer of the Corporation is hereby authorized to execute and deliver the Agreement and Plan of Merger and any and all other documents or agreements on behalf of the Corporation necessary or appropriate to effectuate the Merger as contemplated in the Agreement and Plan of Merger, including the execution and delivery of a Certificate of Ownership for filing with the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County, and

FURTHER RESOLVED, that Interface Solutions, Inc. assume all of the liabilities and obligations of Interface Investments, Inc., and

FURTHER RESOLVED, that the Agreement and Plan of Merger is hereby authorized, accepted and approved, and

FURTHER RESOLVED, that the Merger shall become effective at 12:01 a.m. on April 1, 2011.

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this certificate to be signed by an authorized officer this 29th day of March, 2011.

INTERFACE SOLUTIONS, INC.

BY: _____

Name: Franklin L. Fox, CEO

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:47 PM 12/19/2006
FILED 05:48 PM 12/19/2006
SRV 061165074 - 3462695 FILE

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP
AND MERGER

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

Interface Solutions Holdings, Inc.

INTO

Interface Solutions, Inc.

Interface Solutions Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of Delaware, on the 29th day of July, 1999.

SECOND: That it owns 100% of the outstanding shares of the capital stock of Interface Solutions, Inc., a corporation organized pursuant to the provisions of the General Corporation Law to the State of Delaware, on the 20th day of December, 2001 A.D.

THIRD: That its Board of Directors at a meeting held on the 15th day of December, 20 06, determined to merge the corporation into said Interface Solutions, Inc., and did adopt the following resolutions:

RESOLVED, that this corporation, Interface Solutions Holdings, Inc., merge itself into Interface Solutions, Inc., which corporation Interface Solutions, Inc., assumes all of the obligations of Interface Solutions Holdings, Inc.

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

Upon completion of the merger, the holders of the stock of Interface Solutions Holdings, Inc. shall receive an equivalent number of shares of the stock of Interface Solutions, Inc. and shall have no further claims of any kind or nature; and all of the stock of Interface Solutions Holdings, Inc. held by its shareholders shall be surrendered and canceled.

FURTHER RESOLVED, that this resolution to merge be submitted to the stockholders of this corporation, Interface Solutions Holdings, Inc., at a meeting to be called and held after twenty days notice of the purpose thereof mailed to the last known address of each stockholder and in the event that the holders of at least a majority of the stock of this corporation, Interface Solutions Holdings, Inc. vote in favor of this resolution that the merger shall be deemed approved.

FOURTH: That this merger has been approved by the holders of at least a majority of the outstanding shares of stock of this corporation, Interface Solutions Holdings, Inc. at a meeting duly called for the purpose.

FIFTH: The merger is to become effective on December 31, 2006 at 11:59 p.m.

IN WITNESS WHEREOF, said parent corporation has caused this Certificate to be signed by an authorized officer this 1st day of December, 2006.

By: _____
Authorized Officer

Name: Franklin L. Fox
Print or Type

Title: Chairman

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:47 PM 12/19/2006
FILED 05:47 PM 12/19/2006
SRV 061165061 - 3462695 FILE

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP

SUBSIDIARY INTO PARENT
Section 253

CERTIFICATE OF OWNERSHIP
MERGING

Interface Solutions International, Inc.

INTO

Interface Solutions, Inc.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Interface Solutions, Inc., a corporation incorporated on the 20th day of December, 2001, pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that this corporation owns ~~80%~~ 100% of the capital stock of Interface Solutions International, Inc., a corporation incorporated on the 6th day of October, 1995 A.D., pursuant to the provisions of the Nevada Revised Statutes, Chapter 78, and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 15th day of December, 2006 A.D., determined to and did merge into itself said Interface Solutions International, Inc., which resolution is in the following words to wit:

WHEREAS this corporation lawfully owns ~~80%~~ 100% of the outstanding stock of Interface Solutions International, Inc., a corporation organized and exiting under the laws of Nevada, and

WHEREAS this corporation desires to merge into itself the said Interface Solutions International, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED, that this corporation merge into itself said Interface Solutions International, Inc. and assumes all of its liabilities and obligations, and

FURTHER RESOLVED, that an authorized officer of this corporation be and he/she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said Interface Solutions International, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

FURTHER RESOLVED, the merger is to become effective on December 31, 2006 at 11:59 pm.

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this certificate to be signed by an authorized officer this 15th day of December, 2006 A.D.

By: _____
Authorized Officer

Name: Franklin L. Fox
Print or Type

Title: Chief Executive Officer

(Insert if applicable)

FURTHER RESOLVED that N/A relinquishes its corporate name and assumes in place thereof the name _____

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:31 PM 08/09/2005
FILED 05:27 PM 08/09/2005
SRV 050657311 - 4007722 FILE

CERTIFICATE OF MERGER
OF
OPCO MERGER SUB CO.
WITH AND INTO
INTERFACE SOLUTIONS, INC.

****

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

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation or formation of each of the constituent entities of the merger is as follows:

NAME	STATE OF INCORPORATION/ FORMATION
Opco Merger Sub Co.	Delaware
Interface Solutions, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 228 and Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Interface Solutions, Inc., a Delaware corporation.

FOURTH: That the amendments or changes in the Certificate of Incorporation of Interface Solutions, Inc., a Delaware corporation which is surviving the merger, that are to be effected by the merger are as follows:

1. Paragraph 4 is amended in its entirety by replacing it with the following:

> "4. The total number of shares of stock which the corporation shall have authority to issue is 10,000. The par value of each of such shares is $.01. All such shares are of one class and are shares of Common Stock."

2. Part II, Sections B and C shall be deleted in their entirety.

3. Part III shall be deleted in its entirety.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 216 Wohlsen Way, Lancaster, PA 17603.

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

SEVENTH: That this Certificate of Merger shall be effective upon its filing with the Office of the Secretary of State of Delaware.

INTERFACE SOLUTIONS, INC.

By: _____
Name: LANCE KOVED
Title: VP CFO

Date: August 9, 2005

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
FOREIGN CORPORATION

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law ("GCL"), the undersigned corporation executed the following Certificate of Merger:

FIRST: The name and state of incorporation of each of the constituent corporations are:

New ISI, Inc., a Delaware corporation

Interface Solutions, Inc., a Pennsylvania corporation

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the GCL.

THIRD: The name of the surviving corporation is New ISI, Inc., a Delaware corporation, whose name is being changed at the effective time of the merger to Interface Solutions, Inc.

FOURTH: The Certificate of Incorporation of New ISI, Inc. shall be the Certificate of Incorporation of the surviving corporation, except that the name shall be changed to Interface Solutions, Inc.

FIFTH: The merger is to become effective on February 28, 2002 at 11:59 p.m..

SIXTH: The Agreement of Merger is on file at 216 Wohlsen Way, Lancaster, PA 17603, the principal place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHTH: The authorized capital stock and par value of the non-Delaware company is 2,190,000 shares, consisting of: (a) 1,000,000 shares of Class A Common Stock, par value $0.01 per share; (b) 1,000,000 shares of Class B Common Stock, par value $0.01 per share; (c) 90,000 shares of Series A Preferred Stock, par value $0.01 per share; and (d) 100,000 shares of New Preferred Stock, par value $0.01 per share.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 PM 02/27/2002
020134354 - 3462695

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 22nd day of February, A.D., 2002.

By: _____
Authorized Officer

Name: Lance J. Koved

Title: Vice President

CERTIFICATE OF INCORPORATION

OF

NEW ISI, INC.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:42 PM 12/20/2001
010658915 – 3462695

The undersigned incorporator, for the purpose of incorporating or organizing a corporation under the General Corporation Law of the State of Delaware, certifies:

1. The name of the Corporation is New ISI, Inc. (the "Corporation").

2. 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.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, as amended (the "GCL").

4. The total number of shares of capital stock which the Corporation shall have authority to issue is 191,000 shares, consisting of (a) 1000 shares of Common Stock, par value $0.01 per share (the "Common Stock"); (b) 90,000 shares of Series A Preferred Stock, par value $0.01 per share (the "Series A Preferred"); and (c) 100,000 shares of New Preferred Stock, par value $0.01 per share (the "New Preferred" and together with the Series A Preferred Stock, the "Preferred Stock").

PART I
DEFINITIONS

(A) The following terms shall have the following meanings in this Certificate of Incorporation (such definitions to be equally applicable to both singular and plural forms of the terms defined):

"Affiliate" means with respect to any Person, any other Person that controls, is controlled by or is under common control with such Person. For the purposes of this definition, "control" (including its correlative meanings, the terms "controlling", "controlled by" and "under common control with"), as applied to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of securities, by contract or otherwise.

"Affiliate Transaction" means a transaction in which the Corporation or any of its Subsidiaries sells, leases, transfers or otherwise disposes of any of its properties or assets to, or purchases any property or assets from, or enters into or makes any contract, agreement, understanding, loan, advance or guarantee with, or for the benefit of, any Affiliate.

Notwithstanding the foregoing, the following transactions will not be deemed to be Affiliate Transactions: (1) reasonable fees and compensation paid to, and indemnity provided on behalf of, officers and directors of 399 or Armstrong or any Subsidiary thereof as determined in good faith by the appropriate Board of Directors or senior management; (2) the provision of administrative or management services by the Corporation or any of its officers to the Corporation or any of its Subsidiaries in the ordinary course of business consistent with past practice, (3) any exchange offer, recapitalization or similar transaction, (4) the consummation of the transactions contemplated by the Merger Agreement as in effect as of the date hereof or any amendment thereto or any transactions contemplated thereby (including pursuant to any amendment thereto) and any replacement agreement so long as any such amendment or replacement agreement is not more disadvantageous to the holders of the Series A Preferred, as applicable, in any material respect than the original agreement as in effect on the date hereof; (5) payments or loans to employees or consultants which are approved by the Board of Directors of the Corporation in good faith, (6) the existence of, or the performance by the Corporation or any of its Subsidiaries of its obligations under the terms of, any shareholder agreement (including any registration rights agreement or purchase agreement related thereto) to which it is a party as of the date hereof and any similar agreement which it may enter into thereafter; provided, however, that the existence of, or the performance by the Corporation or any of its Subsidiaries of obligations under, any similar agreement entered into after the date hereof shall only be excluded from the definition of Affiliate Transaction to the extent that the terms of any such new agreement are not otherwise disadvantageous to the holders of the Series A Preferred, as applicable, in any material respect, (7) transactions with customers, clients, suppliers, joint venture partners or purchasers or sellers of goods or services, in each case in the ordinary course of business (including, without limitation, pursuant to joint venture agreements) which are at least as favorable as might reasonably have been obtained at such time from an unaffiliated party, (8) any employment agreement entered into by the Corporation or any of its Subsidiaries in the ordinary course of business and consistent with the past practices of the Corporation or such Subsidiary (including, without limitation, any such employment agreements existing prior to the date hereof), (9)(i) the granting of stock options to employees and directors of the Corporation and its Subsidiaries at exercise prices equal to the fair market value of the Common Stock and the issuance of Common Stock upon the exercise of such options and (ii) the granting of serial vesting stock to employees and directors of the Corporation and its Subsidiaries, (10) transactions between or among the Corporation and/or its wholly owned Subsidiaries and (11)(i) the payment of customary management, consulting or advisory fees and related expenses to 399 and its Affiliates not to exceed $750,000 per year in the aggregate and (ii) payments by the Corporation or any of its Subsidiaries to 399 and its Affiliates made pursuant to any financial advisory, financing, underwriting or placement agreement or in respect of other investment banking activities, including, without limitation, in connection with acquisitions or divestitures which are approved by the Board of Directors of the Corporation or such Subsidiary in good faith not to exceed $750,000 per year in the aggregate.

"Board of Directors" means the board of directors of the Corporation.

"Business Day" means a day, other than a Saturday or Sunday, on which banks in New York, New York are open for business.

"Effective Time" means the date upon which the articles of merger regarding the merger of Interface Solutions, Inc., a Pennsylvania corporation, with and into the Corporation is filed with the Secretary of the State of Delaware.

"Equity Equivalent" means any option, warrant or other security exercisable, convertible or exchangeable for or into Common Stock or Preferred Stock.

"Executive Stock Purchase Agreement" means any employment agreement entered into between the Company and an employee or director of the Company or a Subsidiary thereof providing for a repurchase or redemption of any Common Stock, Preferred Stock or Equity Equivalents.

"Merger Agreement" means the Agreement and Plan of Merger, dated as of June 30, 1999, by and among AISI Acquisition Corp., Armstrong World Industries, Inc. and Armstrong Industrial Specialties, Inc.

"Permitted Transferee" has the meaning ascribed thereto in the Shareholders' Agreement.

"Person" or "person" means an individual, partnership, corporation, limited liability company or partnership, trust, unincorporated organization, joint venture, government (or agency or political subdivision thereof) or any other entity of any kind.

"Regulatory Problem" means, with respect to any shareholder of the Corporation, that (a) such shareholder's investment in the Common Stock exceeds any limitation to which it is subject, or is otherwise not permitted, under any law, rule or regulation of any governmental authority (including any position to that effect taken by such governmental authority), or (b) restrictions are imposed on such shareholder as a result of any law, regulation, rule or directive (whether or not having the force of law) of any governmental or regulatory authority which, in the sole judgment of such shareholder, makes it illegal or unduly burdensome for such shareholder to continue to hold such Common Stock.

"Sale of the Corporation" means the sale of the Corporation (whether by merger, consolidation, recapitalization, reorganization, sale of securities, sale of assets or otherwise) in one transaction or series of related transactions to a Person or group (within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934) of Persons (other than 399 Shareholders, Management Shareholders and Armstrong Shareholders (as such terms are defined in the Shareholders' Agreement)) pursuant to which such Person or group of Persons (together with its Affiliates) acquires (1) securities representing at least a majority of the voting power of all securities of the Corporation, assuming the conversion, exchange or exercise of all securities convertible, exchangeable or exercisable for or into voting securities, or (2) all or substantially all of the Corporation's assets on a consolidated basis.

"Securities Act" means the Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder.

"Series A Liquidation Value" means, with respect to any share of Series A Preferred, as of a particular date, the sum of $100 plus an amount equal to any accrued and unpaid dividends (whether or not earned or declared) on such share of Series A Preferred.

"Shareholders' Agreement" means the Shareholders' Agreement, dated as of June 30, 1999, among Interface Solutions, Inc., a Pennsylvania corporation, and the shareholders named therein, as amended.

"Subsidiary" means, with respect to any Person, any corporation, partnership, limited liability company, association or other business entity of which (i) if a corporation, a majority of the total voting power of shares of stock entitled (without regard to the occurrence of any contingency) to vote in the election of directors, managers or trustees thereof is at the time owned or controlled, directly or indirectly, by that Person or one or more of the other Subsidiaries of that Person or a combination thereof, or (ii) if a partnership, limited liability company, association or other business entity, a majority of the partnership or other similar ownership interest thereof is at the time owned or controlled, directly or indirectly, by that Person or one or more Subsidiaries of that Person or a combination thereof. For purposes hereof, a Person or Persons shall be deemed to have a majority ownership interest in a partnership, limited liability company, association or other business entity if such Person or Persons shall be allocated a majority of partnership, limited liability company, association or other business entity gains or losses or shall be or control the managing director or general partner of such partnership, limited liability company, association or other business entity.

"399" means 399 Venture Partners, Inc., a Delaware corporation.

"399 Shareholders" means 399 and its Permitted Transferees, so long as any such Person shall hold Restricted Securities (as defined in the Shareholders' Agreement) or Preferred Stock.

(B) The following terms, when used in this Certificate of Incorporation, shall have the meanings provided for such terms in the Sections set forth below (such definitions to be equally applicable to both singular and plural forms of the terms defined):

Term	Section (Part)
Common Stock	preamble
Corporation	preamble
Date of Issuance	(A)(Part III)
Distribution	(A)(6)(Part III)
Dividend Payment Date	(A)(3)(a)(Part III)
Dividend Rate	(A)(3)(a)(Part III)
Dividend Record Date	(A)(3)(a)(Part III)
Exchange	(A)(7)(a)(Part III)
Exchange Date	(A)(7)(b)(Part III)
Exchange Notice	(A)(7)(b)(Part III)

Exchange Record Date	(A)(7)(b)(Part III)
Exchange Request Notice	(A)(7)(f)(Part III)
Exchange Right Shares	(A)(7)(f)(Part III)
Exchange Shares	(A)(7)(f)(Part III)
GCL	preamble
Junior Stock	(A)(3)(c)(Part III)
New Preferred	preamble
Notice of Exchange	(A)(7)(f)(Part III)
Payment	(A)(3)(f)(Part III)
Preferred Stock	preamble
Redemption Date	(A)(4)(a)(iii)(Part III)
Redemption Event	(A)(4)(a)(i)(Part III)
Redemption Price	(A)(4)(a)(iii)(Part III)
Series A Parity Stock	(A)(1)(c)(Part III)
Series A Preferred	preamble
Series A Stated Value	(A)(1)(b)(Part III)
Special Redemption	(A)(4)(d)(Part III)
Stated Value	(A)(1)(b)(Part III)

PART II
COMMON STOCK

The powers and rights of the shares of Common Stock, and the qualifications, limitations or restrictions thereof, are set forth in this Part II.

(A) (1) Voting Rights. Except as expressly provided herein or as required under the GCL, on all matters to be voted on by the Corporation's stockholders, each holder of record of shares of Common Stock will be entitled to one vote per share so held.

(2) Cumulative Voting in Election of Directors. In any election of Directors of the Corporation, there shall be cumulative voting for election of Directors so that any holder of shares of the Corporation entitled to vote generally in the election of Directors may cumulate the voting power represented by its shares and give one candidate a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which such shares are entitled, or distribute such votes on the same principle among as many candidates for election as such holder of shares determines.

(3) Removal Without Cause. If at any time less than the entire Board of Directors is to be removed, no Director may be removed from office without cause if the votes cast against his removal would be sufficient to elect him as a Director if then cumulatively voted at an election of the entire Board of Directors.

(4) Amendment Repeal or Alteration. Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 95% of the combined voting power of the outstanding shares of the Common Stock entitled to

vote thereon, voting together as a single class, shall be required to alter, change, amend, repeal or adopt any provision inconsistent with this Part II(A).

(B) Dividends. When and as dividends are declared or paid on shares of Common Stock, whether in cash, property or securities, each holder of record of shares of Common Stock will be entitled to a ratable portion of such dividend, based upon the number of shares of Common Stock then held of record by each such holder.

(C) Liquidation.

(1) Ratable Participation. The holders of the Common Stock will be entitled to share ratably, on the basis of the number of shares of Common Stock then held by each such holder, in all distributions to the holders of the Common Stock in any liquidation, dissolution or winding-up of the Corporation.

(2) Mergers, etc. Neither the voluntary sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all the property or assets of the Corporation nor the consolidation, merger or other business combination of the Corporation with or into one or more corporations shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation.

PART III
PREFERRED STOCK

The date on which the Corporation initially issues any share of Preferred Stock will be deemed its "Date of Issuance" regardless of the number of times transfer of such share is made on the stock records of the Corporation (or the records of Interface Solutions, Inc.) and regardless of the number of certificates which may be issued to evidence such share. In the case of any share of Preferred Stock issued as of the Effective Time, the Date of Issuance of such share shall be deemed to be June 30, 1999.

The Preferred Stock is hereby created with the designations, powers, preferences and rights set forth herein.

(A) Series A Preferred Stock.

(1) Designation.

(a) Series A Preferred. The Corporation is authorized to issue a class of Preferred Stock designated as "Series A Preferred" consisting of 90,000 shares.

(b) Stated Value. The shares of Series A Preferred shall have a stated value of $100 (the "Series A Stated Value"). No shares of Series A Preferred will be issued except as part of the original issuance thereof.

(c) Ranking. The shares of Series A Preferred shall, with respect to dividend and other distribution rights, preference or other rights on redemption, liquidation, dissolution or winding-up of the Corporation or otherwise rank (i) *pari passu* with any class of capital stock or series of preferred stock hereafter created which expressly provides that it ranks *pari passu* with the Series A Preferred as to dividends, other distributions, liquidation preference and otherwise (collectively, the "Series A Parity Stock") and (ii) senior to the Common Stock and any other class of capital stock or series of preferred stock hereafter created which does not expressly provide that it ranks senior to or *pari passu* with the Series A Preferred as to dividends, other distributions, liquidation preference and otherwise (collectively, the "Junior Stock").

(2) Voting.

(a) No Voting Rights Generally. Except as otherwise provided specifically herein or required by law, none of the shares of Series A Preferred shall have any voting rights.

(b) Series A Preferred Consent Required. For so long as shares of Series A Preferred are issued and outstanding, the affirmative vote or consent of the holders of more than fifty-one percent (51%) of all of the shares of Series A Preferred at the time issued and outstanding, voting separately as a class, given in person or by proxy either in writing (as may be permitted by law and this Certificate of Incorporation and the bylaws of the Corporation) or at any special or annual meeting, shall be necessary to permit, effect or validate the taking of any of the following actions by the Corporation:

(i) the amendment of this Certificate of Incorporation of the Corporation, or the alteration or change of the powers, rights, privileges or preferences of the Series A Preferred, if such amendment, alteration or change would adversely affect any of the powers, rights, privileges or preferences of the holders of the Series A Preferred; except that, the Corporation may, without such affirmative vote or consent, amend this Certificate of Incorporation of the Corporation to create, authorize and issue New Preferred which may rank *pari passu* with the Series A Preferred with respect to dividends, distribution, preference on redemption or liquidation rights, dissolution or winding up of the Corporation.

(ii) the increase of the number of shares of Series A Preferred authorized for issuance;

(iii) the issuance after the Effective Time of any shares of Series A Preferred (excluding the issuance of share certificates upon transfers or exchanges of shares by holders (other than the Corporation) thereof or upon replacement of lost, stolen, damaged or mutilated share certificates), except for issuances of shares of Series A Preferred which have been redeemed or otherwise acquired pursuant to the Shareholders' Agreement to officers, directors or employees of the Corporation or any of its subsidiaries; or

(iv) the consummation of an Affiliate Transaction, unless, (x) such Affiliate Transaction is on terms that are no less favorable to the Corporation or the relevant Subsidiary than those that would have been obtained in a comparable transaction by the Corporation or the relevant Subsidiary thereof, as applicable, and (y) the Corporation delivers to the holders of Series A Preferred (i) with respect to any Affiliate Transaction entered into after the date hereof involving aggregate consideration in excess of two million dollars ($2.0 million), a resolution of the Board of Directors set forth in an Officer's Certificate certifying that such Affiliate Transaction complies with clause (x) above and that such Affiliate Transaction has been approved by a majority of the disinterested members of the Board of Directors and (ii) with respect to any Affiliate Transaction involving aggregate consideration in excess of seven million five hundred thousand dollars ($7.5 million), an opinion as to the fairness to the Corporation or the relevant Subsidiary thereof, as applicable, of such Affiliate Transaction from a financial point of view issued by an accounting, appraisal or investment banking firm.

(3) Dividends.

(a) The holders of shares of Series A Preferred shall be entitled to receive, when, as and if declared by the Board of Directors, to the extent funds are legally available therefor in accordance with the GCL, a dividend for each such share, payable annually, as provided below, on the last day of December of each year, commencing on December 31 of the year of such share's Date of Issuance (except that each share of Series A Preferred issued as of the Effective Time shall be deemed to be entitled to receive such annual dividend beginning December 31, 2000) (each such date hereafter in this Part III(A), a "Dividend Payment Date"), except that if such date is not a Business Day, then such dividend shall be payable on the next succeeding Business Day, to the holders of record as they appear on the register of the Corporation for the Series A Preferred of the Corporation five (5) Business Days prior to such Dividend Payment Date (hereafter in this Part III(A), the "Dividend Record Date").

Dividends on the Series A Preferred shall accrue and be paid, when, as and if declared by the Board of Directors, in cash in each case, at a rate per annum equal to eleven percent (11%) of the Series A Stated Value of each share of Series A Preferred outstanding on the Dividend Record Date with respect to a Dividend Payment Date. Such rate shall be referred to in this Part III(A) as the "Dividend Rate".

(b) Dividends on the Series A Preferred shall be cumulative and shall accrue from the Date of Issuance whether or not such dividends have been declared. Unpaid dividends, whether or not declared, shall compound annually at the Dividend Rate, from the Dividend Payment Date on which such dividend was payable as herein provided until payment of such dividend.

(c) For so long as any shares of Series A Preferred shall be outstanding, (i) no dividend or distribution, whether in cash, stock or other property, shall be paid, declared or set apart for payment or made on any date on or in respect to the Junior Stock and (ii) no payment on account of the redemption, purchase or other acquisition or retirement for value by the Corporation shall be made on any date of shares of any Junior Stock unless, in each

case, the full amount of unpaid dividends accrued on all outstanding shares of Series A Preferred shall have been paid or contemporaneously are declared and paid; provided, however, that the foregoing provisions of this sentence shall not prohibit (i) a dividend payable solely in shares of Common Stock or any other Junior Stock, (ii) the acquisition of any shares of any Junior Stock upon conversion or exchange thereof into or for any shares of any other class of Common Stock or Junior Stock, (iii) the acquisition of any shares of Common Stock pursuant to any shareholders agreement, whether now or thereafter existing, to which 399, or any entity in control of, controlled by or under common control with 399, is or becomes a party or (iv) the acquisition from any employee or director of the Corporation or any of its Subsidiaries of any shares of Common Stock pursuant to any agreement between the Corporation and such employee or director.

(d) In the event that the dividend to be paid to any holder of shares of Series A Preferred shall be a fractional interest in a share of Series A Preferred then a fractional share of Series A Preferred shall be issued to such holder of shares of Series A Preferred.

(4) Redemption.

(a) Redemption by the Corporation.

(i) To the extent funds are legally available therefor, on the earlier of (x) December 31, 2009, or if such date is not a Business Day then on the next Business Day, or (y) the date on which a Sale of the Corporation occurs, the Corporation shall redeem at the Redemption Price (as defined below) therefor all issued and outstanding shares of Series A Preferred (the events described in either clause (x) or (y) are each referred to in this Part III(A) as a "Redemption Event").

(ii) To the extent funds are legally available therefor, on any Business Day prior to December 31, 2009, the Corporation, at its option, may redeem at the Redemption Price therefor all or any portion of the shares of Series A Preferred then issued and outstanding.

(iii) The date on which shares of Series A Preferred are required to be redeemed pursuant to this Section 4 is referred to in this Part III(A) as the "Redemption Date." If, on the Redemption Date, there shall be insufficient funds of the Corporation legally available for the complete redemption of the Series A Preferred, such amount of the funds as is legally available shall be used for the redemption obligation as described in Section 4(d) of this Part III(A). If the Corporation shall fail to discharge its obligation to redeem shares of the Series A Preferred upon the occurrence of a Redemption Event, such obligation shall be discharged as soon as the Corporation is permitted by law to discharge such obligations. Such redemption obligation shall be cumulative so that if such obligation shall not be fully discharged for any reason, all funds legally available therefor shall immediately be applied thereto upon receipt by the Corporation until such obligation is discharged. The redemption price (hereafter in this Part III(A), the "Redemption Price") for each outstanding share of Series A Preferred

to be redeemed pursuant to this Section 4(a) shall be the Series A Liquidation Value thereof as of the Redemption Date.

(b) Payment of Redemption Price. Each payment of the Redemption Price in accordance with Section 4(a) of this Part III(A) shall be made to the holder of each share of Series A Preferred being redeemed, upon surrender by such holder at the Corporation's principal executive office of the certificate representing such share of Series A Preferred, duly endorsed in blank or accompanied by an appropriate form of assignment.

(c) Redeemed Shares not to be Reissued. All shares of Series A Preferred redeemed pursuant to Section 4(a) of this Part III(A) shall be retired and canceled and shall not thereafter be reissued. This Section shall not apply to any shares of Series A Preferred which are otherwise redeemed, purchased or acquired by the Corporation.

(d) Number of Shares of Series A Preferred Redeemed. The Corporation may acquire shares of the Series A Preferred from time to time as provided by the terms of any Executive Stock Purchase Agreement without redeeming or otherwise acquiring all or any other issued and outstanding shares of the Series A Preferred or Series A Parity Stock (such acquisition hereafter in this Part III(A), a "Special Redemption"). Except with respect to any Special Redemption, if less than all of the issued and outstanding shares of Series A Preferred are to be redeemed pursuant to this Section 4, the number of shares of Series A Preferred to be redeemed from each holder thereof shall be the product of (x) the total number of shares of Series A Preferred to be redeemed multiplied by (y) a fraction, the numerator of which shall be the total number of shares of Series A Preferred then held by such holder and the denominator of which shall be the total number of shares of Series A Preferred then issued and outstanding.

(e) Notice of Redemption. Notice of the redemption of shares of Series A Preferred pursuant to Section 4(a) of this Part III(A), specifying the time and place of redemption and the Redemption Price, shall be mailed by certified or registered mail, return receipt requested, to each holder of record of shares to be redeemed, at the address for such holder shown on the stock records of the Corporation not less than ten (10) Business Days prior to the date on which such redemption is to be made; provided that neither failure to give such notice nor any defect therein shall affect the validity of the proceeding for the redemption of any shares of Series A Preferred to be redeemed. Such notice shall also specify the number of shares of Series A Preferred of each holder thereof and the certificate numbers thereof which are to be redeemed. In case less than all the shares of Series A Preferred represented by any certificate are redeemed, a new certificate representing the unredeemed shares of Series A Preferred shall be issued to the holder thereof without cost to such holder.

(f) Dividends After Redemption Date. Unless the Redemption Price is not made available on the Redemption Date to the holder of a share of Series A

Preferred, then from and after the Redemption Date, such share of Series A Preferred shall not be entitled to any dividends accruing after such date, all rights of the holder of such share of Series A Preferred as a shareholder of the Corporation by reason of the ownership of such share of Series A Preferred shall cease, except the right to receive the Redemption Price of such share of Series A Preferred upon the presentation and surrender of the certificate representing such share of Series A Preferred, and such share of Series A Preferred shall not after such date be deemed to be outstanding for any purpose.

(5) Liquidation Rights.

(a) Preference for Series A Preferred. Upon the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, (i) the holders of issued and outstanding shares of Series A Preferred shall be entitled to receive for each such share, out of the assets of the Corporation available for distribution to stockholders, before any payment or distribution shall be made to the holders of Common Stock or any other Junior Stock, and amount per share of Series A Preferred, in cash, equal to the Series A Liquidation Value of such shares as of the date of final distribution and (ii) no distribution shall be made to the holders of Series A Parity Stock unless the holders of shares of Series A Preferred shall have received distributions ratably with the holders of Series A Parity Stock in proportion to the total amount to which the holders of all such shares of Series A Preferred and Series A Parity Stock are entitled upon such dissolution, liquidation or winding-up of the Corporation. If, upon any such dissolution, liquidation or winding-up of the Corporation, the assets of the Corporation available for distribution to stockholders shall be insufficient to provide for the payment in full of the preference accorded to the Series A Preferred hereunder, then such assets shall be distributed ratably among the shares of Series A Preferred.

(b) Preferences are not Participating. After the payment to the holders of the shares of Series A Preferred of the full preferential amounts provided for in this Section 5, the holders of shares of Series A Preferred shall have no right or claim to any of the remaining assets of the Corporation.

(c) Mergers, etc. Neither the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all the property or assets of the Corporation nor the consolidation, merger or other business combination of the Corporation with or into one or more corporations shall be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation.

(6) Pro Rata Distributions and Payments.

For so long as any shares of Series A Preferred shall be outstanding, (i) no dividend or distribution, whether in cash, stock or other property, shall be paid, declared or set apart for payment or made (any such dividend or distribution, or payment therefor or setting apart for payment therefor or declaration thereof, for purposes of this Part III(A)(6), a "Distribution") on any date on or in respect to any Series A Parity Stock and

(ii) no payment on account of the redemption, purchase or other acquisition or retirement for value (any such payment, for purposes of this Part III(A)(6), a "Payment") by the Corporation shall be made on any date of shares of any Series A Parity Stock unless, in each case, the holders of shares of Series A Preferred shall have received, where clause (i) applies, a corresponding Distribution and, where clause (ii) applies, a corresponding Payment, ratably with the holders of Series A Parity Stock in proportion to the total amount to which the holders of all such shares of Series A Preferred and Series A Parity Stock are entitled upon any such Distribution or Payment.

(B) New Preferred Stock.

The Board of Directors is authorized to issue, in one or more series, shares of New Preferred. The New Preferred shall have voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, or restrictions thereof, as shall be stated and expressed in a resolution or resolutions providing for the issuance of such New Preferred adopted by the Board of Directors.

5. The Corporation is to have perpetual existence.

6. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation.

7. Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

8. Meetings of stockholders may be held within or without the State of Delaware as the bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation.

9. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and the provisions herein, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the GCL, or (d) for any transaction from which the director derived any improper personal benefit.

Any repeal, amendment or other modification of this Article shall not increase the liability or alleged liability of any director of the Corporation then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or

thereafter brought or threatened based in whole or in part upon any such state of facts. If the GCL is subsequently amended to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of directors shall be eliminated or limited to the fullest extent permitted by the GCL.

11. Any action required or permitted under the GCL to be taken at an annual or special meeting of stockholders may be taken without a meeting and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted.

12. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. The number of directors which shall constitute the whole board shall be not more than seven (7) nor less than one (1), the exact number of directors to be determined from time to time by resolution adopted by affirmative vote of a majority of the entire Board of Directors.

13. The name and mailing address of the incorporator is Katherine Pandelidis Granbois, Esq., Chesters & Miller LLP, 150 N. Queen Street, Suite 600, Lancaster, Pennsylvania 17603.

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand as of the 19th day of December, 2001.

Katherine Pandelidis Granbois