

8801306 LIDCHEN, INCORPORATED

01/13/88

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

OFFICE OF THE SECRETARY OF STATE
BUSINESS SERVICES AND REGULATION
JANUARY 15, 1977
MEMORANDUM
TO: THE SECRETARY OF STATE
FROM: [illegible]

RE: [illegible]

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE [illegible] BY [illegible]

STATE OF GEORGIA

IN WITNESS WHEREOF, I have hereunto set my hand and the Great Seal of the State of Georgia, at the City of Atlanta, this [illegible] day of [illegible], 1977.

[illegible]

THE STATE OF GEORGIA, by and through the Secretary of State, do hereby certify that the [illegible] is a corporation duly organized under the laws of the State of Georgia, and that the [illegible] is a corporation duly organized under the laws of the State of Georgia, and that the [illegible] is a corporation duly organized under the laws of the State of Georgia.

WITNESSED BY ME, the Secretary of State, in the City of Atlanta, and the State of Georgia, this [illegible] day of [illegible], 1977.

DATE: JANUARY 15, 1977



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Il. Wayne Howell

IL. WAYNE HOWELL
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

ARTICLES OF INCORPORATION
OF
LIOCHEM, INCORPORATED

88014130
\$40.00

1.

The name of the Corporation is Liochem, Incorporated.

2.

The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

3.

The Corporation shall have perpetual duration.

4.

The purposes for which the Corporation is organized are to manufacture, buy, sell, export, import, and generally deal in inks, varnishes of all kinds and for all uses, paints, intermediates, pigment resin colors, synthetic resins, plastic colorants, adhesives, chemicals, colors, stains, shellacs, fillers, enamels, turpentines, spirits, electric materials, tools, and equipment; to manufacture, buy, sell, export, import, and generally deal in machineries, tools, equipment, instruments and materials for the graphic arts industries, and pollution controlling machinery, devices and attachments; and to conduct any other businesses and engage in any other activities not specifically prohibited to corporations for profit under the laws of the State of Georgia, and the Corporation shall have all powers necessary to conduct such businesses and engage in such

activities, including, but not limited to, the powers enumerated in the Georgia Business Corporation Code or any amendment thereto.

5.

The aggregate number of shares which the Corporation shall have authority to issue is 3,000,000, all of which shall be common stock of \$1.00 par value per share.

6.

Shareholders of the Corporation shall have the preemptive rights set forth in the Georgia Business Corporation Code.

7.

Subject to the provisions of §14-2-91 of the Georgia Business Corporation Code, the Board of Directors shall have the power to distribute a portion of the assets of the Corporation, in cash or in property, to shareholders of the Corporation out of the capital surplus of the Corporation.

8.

The initial Board of Directors of the Corporation shall consist of four (4) members, whose names and addresses are as follows:

Mr. Setsuro Taniguchi
560 Sylvan Avenue
Englewood Cliffs, New Jersey 07632

Mr. Kenji Fukawa
560 Sylvan Avenue
Englewood Cliffs, New Jersey 07632

Mr. Masaharu Iino
560 Sylvan Avenue
Englewood Cliffs, New Jersey 07632

Mr. Ichiro Ito
560 Sylvan Avenue
Englewood Cliffs, New Jersey 07632

9.

The Corporation shall have the full power to purchase and otherwise acquire, and dispose of, its own shares and securities granted by the laws of the State of Georgia and shall have the right to purchase its shares out of its unreserved and unrestricted capital surplus available therefor as well as out of its unreserved and unrestricted earned surplus available therefor.

10.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director (i) for any appropriation in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Section 14-2-154 of the Georgia Business Corporation Code; or (iv) for any transaction from which the director derived an improper personal benefit. If the Georgia Business Corporation Code is amended after approval of

this Article by the Corporation's shareholders to authorize corporate action further eliminating or limiting the personal liability of directors, then without further corporate action, the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Georgia Business Corporation Code, as so amended. Neither amendment or repeal of this Article nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article shall eliminate or adversely affect any right or protection of a director of the Corporation existing immediately prior to such amendment, repeal or adoption.

11.

The address of the initial registered office of the Corporation shall be 2500 Trust Company Tower, Atlanta, Georgia 30303. The initial registered agent of the Corporation at such address shall be Horace H. Sibley.

12.

The Corporation shall not commence business until it shall have received less than \$500 in payment for the issuance of its share

13.

The address of the Incorporator are Toyo Ink America Inc., 100 Avenue, Englewood Cliffs, New Jersey 07632

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation.

TOYO INK AMERICA INCORPORATED

By: S. Taniguchi
President

SECRETARY OF STATE

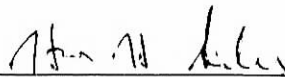
JAN 13 4 01 PM '88

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Max Cleland
Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

I, Horace H. Sibley, do hereby consent to serve as registered agent for Liochem, Incorporated. The address of the registered agent is 2500 Trust Company Tower, Atlanta, Georgia 30303.

This 13th day of January, 1988.



Horace H. Sibley

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CERTIFICATE DATE : 12/23/87
DOCKET NUMBER : 87357111
EXAMINER : SANDRA JEAN SNOW
TELEPHONE : 404-656-1772

REQUESTED BY:

KING&SPALDING/E. CONVERSE
2500 TRUST CO. TOWER
ATLANTA GA 30303

CORPORATE NAME CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION OR PROFESSIONAL ASSOCIATION ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF THE GEORGIA LAWS RELATING TO CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"LIOCHEM, INCORPORATED"

THIS CERTIFICATE SHALL BE VALID FOR A PERIOD OF TWO CALENDAR MONTHS FOR PROFIT AND NONPROFIT CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (DP, FP, DN, FN, & PA) AND SIX CALENDAR MONTHS FOR BANKS (BK) FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION.

THE SECRETARY OF STATE MAY EXTEND THE CERTIFICATE FOR ONE PERIOD IF THE APPLICANT SUBMITS A \$20.00 FEE AND A WRITTEN REQUEST EXPLAINING WHY THE EXTENSION IS REQUESTED.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Il. Wayne Howell

IL. WAYNE HOWELL
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOTLINE
404-656-2222
Outside Metro-Atlanta

REGISTERED SECRETARIES

KING & SPALDING

2500 TRUST COMPANY TOWER

ATLANTA, GEORGIA 30303

404/572-4600

TELEX: 54-2917 KINGSPALD ATL

TELECOPIER: 404 659-4838

524-7429

CABLE: TERMINUS

1730 PENNSYLVANIA AVENUE, N. W.
SUITE 1200

WASHINGTON, D. C. 20006

202/737-0500

TELECOPIER: 202 737-5714

January 13, 1988

Secretary of State
Corporations Department
Floyd Towers
Plaza Level - West
200 Piedmont Avenue, S.E.
Atlanta, Georgia 30334

Re: Filing of Articles of Incorporation
of Liochem, Incorporated

Dear Sir:

To effect the incorporation of Liochem, Incorporated, we deliver to you herewith the following documents:

1. Form A-100;
2. an original and two conformed copies of the Articles of Incorporation of Liochem, Incorporated;
3. a name certificate issued by you, reserving the corporate name, Liochem, Incorporated;
4. a consent to appointment by the registered agent;
5. a check in the amount of \$40.00 payable to the Secretary of State;
6. a letter addressed to the Fulton County Daily Report requesting publication of notice of the incorporation;
7. a check in the amount of \$60.00 payable to the Fulton County Daily Report in payment of the cost of publishing the notice; and
8. a check in the amount of \$24.00 payable to the Clerk of the Superior Court of the county where the initial registered office of the corporation is to be located, in payment of the cost of filing the Articles of Incorporation in said county.

Secretary of State
January 13, 1988
Page Two

We respectfully request that you file the Articles of Incorporation, issue a Certificate of Incorporation for Liochem, Incorporated and take such other actions as are required by law to effect the incorporation. Please return to us a conformed copy of the Articles of Incorporation with the Certificate of Incorporation attached.

Please notify the undersigned at the above phone number if there are any questions about these documents.

Very truly yours,



Horace H. Sibley

HHS/jes
Enclosures



BUSINESS SERVICES AND REGULATION
ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

MAX CLELAND
Secretary of State

H. WAYNE HOWELL
Deputy Secretary of State

I. Filing Date: 1-18-88 Code: DP Docket No.: 8804130
Assigned Exam: 9801366 Amt: \$ 40.00 By: 47
Charter Number: Completed:

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name: Liochem, Incorporated
Mailing Address: 560 Sylvan Avenue
City: Englewood Cliffs County: Bergen State: New Jersey Zip Code: 07632

III. Fees Submitted By: King & Spalding
Secretary of State: \$ 40.00 Check No. 71198
Clerk of Court: \$ 24.00 Check No. 71199 County: Fulton
Publisher: \$ 60.00 Check No. 71200 Name: Fulton County Daily Report

IV. Incorporator: Toyo Ink America, Incorporated
Address: 560 Sylvan Avenue
City: Englewood Cliffs State: New Jersey Zip Code: 07632

V. Registered Agent/Office: Horace H. Sibley
Address: 2500 Trust Company Tower
City: Atlanta State: Georgia Zip Code: 30303

VI. ARTICLES OF INCORPORATION FILING CHECK OFF LIST

	Applicant	Examiner
1. Original and two conformed copies of Articles of Incorporation	X	
2. Corporate name certificate enclosed and verified	X	
3. Publisher's and Clerk's checks enclosed and verified	X	
4. Consent form enclosed and verified	X	
5. Corporate duration and statutory authority stated	X	
6. Number shares, par value, minimum capital stated	X	
7. Number of directors and their names and addresses	X	

VII. Applicant/Attorney: Horace H. Sibley Telephone: (404) 572-4814
Address: 2500 Trust Company Tower
City: Atlanta State: Georgia Zip Code: 30303

NOTICE: Attach Articles of Incorporation, Secretary of State filing fee, name certificate, consent to serve as registered agent, publisher's letter and fee and clerk's fee and file with the Secretary of State at 2 Martin Luther King Jr. Dr., Suite 315, West Tower, Atlanta, Georgia 30334. For information call 404-856-2817. This form does not replace the Articles of Incorporation. I understand that the information on this form will be used in the Secretary of State Corporate data base.

Signed:

Date: