

State of Delaware  
Office of the Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF AMERON, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING AMERON, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF NOVEMBER, A.D. 1992, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

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*Michael Ratchford*

Michael Ratchford, Secretary of State

AUTHENTICATION: \*3668835

DATE: 11/20/1992

**CERTIFICATE OF OWNERSHIP  
AND MERGER OF FOREIGN SUBSIDIARY  
INTO DOMESTIC PARENT**

**CERTIFICATE OF OWNERSHIP  
MERGING  
Ameron, Inc., a California corporation  
INTO  
Ameron, Inc., a Delaware corporation  
(PURSUANT TO SECTION 253 OF THE  
GENERAL CORPORATION LAW OF DELAWARE)**

Ameron, Inc., a corporation incorporated on the tenth day of February, 1986, pursuant to the provisions of the General Corporation Law of the State of Delaware does hereby certify that this corporation owns all the capital stock of Ameron, Inc., a corporation incorporated under the laws of the State of California, and that this corporation, by the following resolution of its board of directors duly adopted at a meeting held on the eleventh day of November, 1992, determined to, and effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware does, merge into itself said Ameron, Inc., a California corporation:

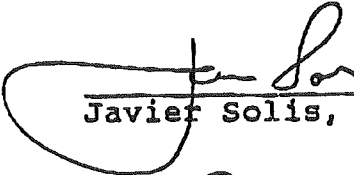
RESOLVED, That this Corporation merge into itself its wholly-owned subsidiary, Ameron, Inc., a California corporation, pursuant to Section 253 of the Delaware General Corporation Law, and assume all of said subsidiary's liabilities and obligations, effective as of November 30, 1992:

FURTHER RESOLVED, That in said merger, the certificate of incorporation, bylaws, officers and directors of the Corporation shall remain unchanged, and all of the outstanding capital stock of Ameron, Inc., a California corporation, will be cancelled with no consideration issued in exchange therefor;

FURTHER RESOLVED, That the President or any Vice President, together with the Secretary or any Assistant Secretary be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said subsidiary into this Corporation and to assume said subsidiary's liabilities and obligations at the date of adoption thereof and to file the same in the office of the Secretary of State of the State of Delaware and the office of the Secretary of State of the State of California;

FURTHER RESOLVED, That such officers are empowered and directed to execute and deliver on behalf of this Corporation such other documents, and writings of any nature which, in their judgement, are necessary or appropriate in connection with the foregoing resolutions;

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its Senior Vice President and by its Assistant Corporate Secretary, and its corporate seal to be hereto affixed, the 19th day of November, 1992.

  
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Javier Solis, Senior Vice President

  
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Joan Hague, Asst. Corporate Secretary

(Seal)