

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3734749

The Registrar of Companies for England and Wales hereby certifies that

GENCORP PERFORMANCE CHEMICALS LIMITED

having by special resolution changed its name, is now incorporated
under the name of

OMNOVA PERFORMANCE CHEMICALS LIMITED

Given at Companies House, London, the 22nd October 1999



C03734749L

A.J. Harness
AJ HARNESS

For The Registrar Of Companies



C O M P A N I E S H O U S E



Company No. 3734749

WE HEREBY CERTIFY THIS
TO BE A TRUE COPY
Simmons & Simmons
SIMMONS & SIMMONS
21 WILSON STREET
LONDON EC2M 2TX

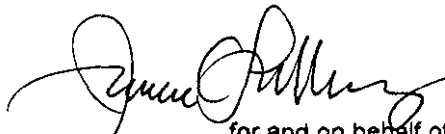
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
DECISION OF THE SOLE MEMBER
of
GENCORP PERFORMANCE CHEMICALS LIMITED

(the "Company")
Written Resolution

Notice is hereby given that the following Decision was made by the sole member of the Company for the time being entitled to receive notice of, attend and vote at general meetings:

DECISION

THAT the name of the Company be changed to "OMNOVA PERFORMANCE CHEMICALS LIMITED".


for and on behalf of
GENCORP WALLCOVERING (UK) LIMITED
Date: *1st* October 1999

*N.C. £100
B.B. 115697
S.DAY*

SCF/AVM(000687)



LN:EB381_6(1)