



COMPANIES HOUSE

BR1

This form should be completed in black.

**Return delivered for registration of a branch of
an overseas company**

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)



For office use only	CN FC 19331	BN BR 3531
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(See note 5) **Corporate name**
(name in parent state)

Wellman Friction Products U.K. Corp.

Business name
(if different to corporate name)

Country of incorporation

Delaware, U.S.A.

Identity of register
(if applicable)

Secretary of State of Delaware

and registration no. 2625695

Legal form
(See note 3)

Private Corporation

1 See note 2

PART A - COMPANY DETAILS¹

* State whether the company is
a credit or financial institution

* Is the company subject to Section 699A of the Companies Act 1985?

YES ☐

NO ☒

(1) These boxes need not be completed by companies formed in EC member states

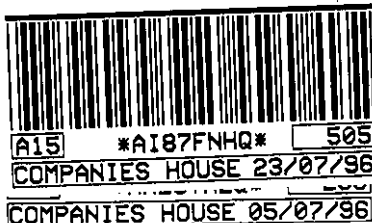
Governing law
(See note 4)

Delaware

Accounting requirements

Period for which the company is required to prepare accounts by
parent law. from N/A to

Period allowed for the preparation and public disclosure of accounts
for the above period months



(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of
business in home country

Objects of company

Issued share capital

200 Public Square, Suite 29 - 2500

Cleveland, Ohio 44114 U.S.A.

Oversee European sales efforts of friction products.

\$100.00

Currency U.S.A. Dollars

Company Secretary(ies)

(See note 10)

Name

*Style/Title Secretary

Forenames Byron S.

Surname Krantz

*Honours etc.

Previous Forenames N/A

Previous surname N/A

Address

Post town 825-50 Windward Drive

County/Region Aurora, Ohio

Postcode 44202

Country U.S.A.

Usual residential address must be
given. In the case of a corporation,
give the registered or principal
office address.

* Voluntary details

Company Secretary(ies)

(See note 10)

Name

*Style/Title

Forenames

Surname

*Honours etc.

Previous Forenames

Previous surname

Address

Post town

County/Region

Postcode

Country

Usual residential address must be
given. In the case of a corporation,
give the registered or principal
office address.

(You may photocopy this page
if required)

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

(You may photocopy this page as required)

*Style/Title _____

Forenames Byron S.

Surname Krantz

*Honours etc. _____

Previous Forenames N/A

Previous surname N/A

Post town 825-50 Windward Drive

County/Region Aurora, Ohio

Postcode 44202

Country USA

Date of Birth

0	9	2	6	3	5
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Nationality American

Business Occupation Attorney

Other Directorships See Attached Schedule A

The extent of the authority to represent the company is :- (give details)

As Secretary of The Company, Mr. Krantz has no express
limitations on his authority other than as provided by the
laws of the State of Delaware and The Charter Documents
annexed

These powers :-

☒ May be exercised alone

OR
☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

SCHEDULE A

DIRECTORSHIPS OF BYRON S. KRANTZ

**Alexis Holding Company, Inc.
ComCorp, Inc.
Community Newspapers, Inc.
Friction Products Co.
Hawk Brake, Inc.
Hawk Corporation
The Hawk Group of Companies, Inc.
Helsel, Inc.
Logan Metal Stampings, Inc.
New West Eyeworks, Inc.
SunMedia Corp.
1600 CNB Corp.
2000 OCC Corp.
S.K. Wellman Corp.
S.K. Wellman Holdings, Inc.**

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

(You may photocopy this page as required)

*Style/Title _____

Forenames Ronald E.

Surname Weinberg

*Honours etc. _____

Previous Forenames N/A

Previous surname N/A

Post town 982 Chestnut Run

County/Region Gates Mills, Ohio

Postcode 44040 Country USA

Date of Birth

0	9	2	5	4	1
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 Nationality American

Business Occupation Executive

Other Directorships See Attached Schedule B

The extent of the authority to represent the company is :- (give details)

As Vice Chairman of The Board of the Company, Mr. Weinberg

has no express limitations on his authority other than as

provided by the laws of The State of Delaware and The

Charter Document annexed

These powers :-

☒ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

SCHEDULE B

DIRECTORSHIPS OF RONALD E. WEINBERG

**Alexis Holding Company, Inc.
ComCorp, Inc.
Community Newspapers, Inc.
Friction Products Co.
Hawk Brake, Inc.
Hawk Corporation
The Hawk Group of Companies, Inc.
Helsel, Inc.
Logan Metal Stampings, Inc.
New West Eyeworks, Inc.
SunMedia Corp.
DAC Vision, Inc.
S.K. Wellman Corp.
S.K. Wellman Holdings, Inc.**

Name

*Style/Title _____

Forenames William J.Surname O'Neill, Jr.

*Honours etc. _____

Previous Forenames N/APrevious surname N/A

Address

Post town 38155 S. Woodland RoadCounty/Region Hunting Valley, OhioPostcode 44022Country USA

Date of Birth

0	1	8	2	1	8	3	1	3
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Nationality AmericanBusiness Occupation Executive (President, Clanco Management Corp.)Other Directorships Medical Payment Systems, Inc.;Clanco Management Corp.; Various Not-For-Profit Organizations

Cont'd on Attached Schedule C

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

The extent of the authority to represent the company is :- (give details)

NONE

These powers :-

☒ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

Mark box(es) as applicable

(You may photocopy this page as required)

SCHEDULE C

DIRECTORSHIPS OF William J. O'Neill, Jr.

**Friction Products Co.
Hawk Brake, Inc.
The Hawk Group of Companies, Inc.
Logan Metal Stampings, Inc.
S.K. Wellman Corp.
S.K. Wellman Holdings, Inc.**

Name

*Style/Title

Forenames Paul R.Surname Bishop

*Honours etc.

Previous Forenames N/APrevious surname N/A6005 Meese Road, N.E.

Address

Post town Louisville, OhioCounty/Region StarkPostcode 44641Country USA

Date of Birth

0	4	2	0	4	3
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Nationality AmericanBusiness Occupation Mfg.Other Directorships Belden & Blake Corporation, Society National Bank, World Presidents' Organization, Ohio Federation of Independent Colleges,

Cont'd on Attached Schedule D

The extent of the authority to represent the company is :- (give details)

NONE

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

These powers :-

☒ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

(You may photocopy this page as required)

SCHEDULE D

DIRECTORSHIPS OF Paul R. Bishop

**Friction Products Co.
Hawk Brake, Inc.
The Hawk Group of Companies, Inc.
Logan Metal Stampings, Inc.
S.K. Wellman Corp.
S.K. Wellman Holdings, Inc.**

Name

Forenames Norman C.

Surname Harbert

*Honours etc. _____

Previous Forenames _____

Previous surname _____

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town Hiram

County/Region Portage, Ohio

Postcode P.O. Box 127

Country U.S.A.

Date of Birth

1	0	0	7	3	1
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Nationality _____

Business Occupation Chairman & CEO

Other Directorships Caliber Systems

Second National Bank — Warren

New West Eyeworks, Inc.

Cont'd on Attached Schedule E

The extent of the authority to represent the company is :- (give details)

As Chief Executive Officer and Chairman of The Board,

Mr. Harbert has no express limitations on his authority

other than as provided by the laws of The State of

Delaware and The Charter Documents annexed.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

These powers :-

#

☒

May be exercised alone

#

☐

OR
Must be exercised with :-

(Give name(s) of co-authorised person(s))

(You may photocopy this page as required)

SCHEDULE E

DIRECTORSHIPS OF Norman C. Harbert

**Friction Products Co.
Hawk Brake, Inc.
The Hawk Group of Companies, Inc.
Logan Metal Stampings, Inc.
S.K. Wellman Corp.
S.K. Wellman Holdings, Inc.
Helsel, Inc.
Hawk Corp.**

Name

Forenames Dan T.Surname Moore, III

*Honours etc. _____

Previous Forenames N/APrevious surname N/A

Address

Post town 127 Public Square, Suite 3010, Cleveland, OH 44114-121County/Region Cleveland, OhioPostcode 44114-1216Country USA

Date of Birth

0	1	0	7	4	0
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Nationality American

Business Occupation _____

Other Directorships _____

Invacare Corporation, University School, Shaker Lakes
Nature Center, Cleveland-CuyahogaCounty Port Authority, Cleveland Museum of Natural
History, Molded Fiber Glass

Cont'd on Attached Schedule F

The extent of the authority to represent the company is :- (give details)

NONE

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as applicable

These powers :-

☒ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

(You may photocopy this page as required)

SCHEDULE F

**DIRECTORSHIPS
OF
Dan T. Moore, III**

**Friction Products Co.
Hawk Brake, Inc.
The Hawk Group of Companies, Inc.
Logan Metal Stampings, Inc.
S.K. Wellman Corp.
S.K. Wellman Holdings, Inc.**

Constitution of company

(See notes 6 to 9)

#Mark box(es)
as applicable

(See note 9)

- # ☒ A certified copy of the instrument constituting or defining the constitution of the company
AND
☐ * A certified translation
*is/are delivered for registration

* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

- # ☐ A copy of the latest accounts of the company
AND
☐ A certified translation
*is/are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

- # The
☐ Constitutional documents (*and certified translations)
AND/OR
☐ The latest accounts (*and certified translations)
of the company were previously delivered on the registration of the branch of the company at :-
Cardiff ☐ Edinburgh ☐ Belfast ☐
Registration no.

AND/OR

The company may also rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

- ☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.

Registration no.

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

- The
☐ Constitutional documents (*and certified translation)
AND/OR
☐ Particulars of the current directors and secretary(s)
were previously delivered in respect of a place of business of the company registered at THIS registry.

Registration no.

NOTE :- In all cases, the registration number of the branch or place of business relied upon must be given.

PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process.

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised, jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate)

*Style/Title Mr
Forenames Robert
Surname Holden
Address 13 Cambria Road
Redmanthwaite
Post town Mansfield

County/Region Nottinghamshire Postcode NG19 7RJ

Is # ☒ Authorised to accept service of process on the company's behalf

*AND/OR

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

limited to (i) conducting business on behalf of the Company
and (ii), with respect to the representative's authority to
bind the Company to obligations of £1,000 or more, by the
requirement of the prior written approval of a director of
the Company. However, this limitation shall not apply to any
contracts for the sale of the friction products.

These powers :-

☒ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

Persons authorised to represent the company or accept service of process.

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service of process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised, jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate)

(You may photocopy this page as required)

*Style/Title _____

Forenames _____

Surname _____

Address _____

Post town _____

County/Region _____ Postcode _____

Is # ☐ Authorised to accept service of process on the company's behalf

*AND/OR

Is # ☐ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

These powers :-

☐ May be exercised alone

OR

☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

Address of branch

(See note 11)

Address 13 Cambria RoadRadmanthwaitePost town MansfieldCounty\Region Nottinghamshire Postcode NG197 RJ

Branch Details

(See note 12)

Date branch opened

06.01.96Business carried on at branch Sales of friction products

SIGNATURE

Signed



(* Director / Secretary / Permanent representative)

Date

20 June, 1996

This form contains continuation sheets.

To whom should Companies House
direct any enquiries about the
information on this form?Name Liz L. WrightAddress Kohman Jackson & Krantz P.L.L.One Cleveland Center, 20th FloorCleveland, Ohio U.S.A. Postcode 44114Telephone 216-736-7211Extension N/A

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at

for branches established in England and Wales

Companies House
Crown Way
Cardiff
CF4 3UZ

for branches established in Scotland

Companies House
100 - 102 George Street
Edinburgh
EN2 3DJ

FILE COPY



CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Establishment of a branch)

Company No. FC019331

Branch No. BR003531

The Registrar of Companies for England and Wales hereby certifies that
WELLMAN FRICTION PRODUCTS U.K. CORP.

has this day been registered under Schedule 21A to the Companies
Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 25th July 1996

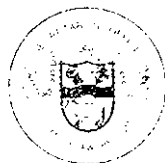
A handwritten signature in black ink, appearing to read 'M. A. Jones'.

For The Registrar Of Companies



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

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "WELLMAN FRICTION PRODUCTS U.K. CORP.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MAY, A.D. 1996, AT 4 O'CLOCK P.M.



Edward J. Freel
 Edward J. Freel, Secretary of State

2625695 8100

960177023

AUTHENTIC COPY

7990349

06-18-96

CERTIFICATE OF INCORPORATION
OF
WELLMAN FRICTION PRODUCTS U.K. CORP.

ARTICLE I
NAME

The name of the Corporation is Wellman Friction Products U.K. Corp. (the "Corporation").

ARTICLE II
ADDRESS OF REGISTERED OFFICE IN DELAWARE

The address of the Corporation's registered office in the State of Delaware is 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.

ARTICLE III
PURPOSE

The Corporation is formed for the purpose of engaging in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

The Corporation reserves the right at any time and from time to time to change its purposes in any manner which is permitted by statute or which has been authorized or approved by this Certificate of Incorporation, if applicable. A properly approved or authorized change of purpose will be binding and conclusive upon every stockholder of the Corporation, including stockholders who voted against the change. No stockholder will be entitled to payment of the fair cash value of his shares due to a change in purpose of the Corporation.

Each purpose identified in this Article is independent of all other purposes, and will not be limited or restricted by any other clause or paragraph of this Certificate of Incorporation.

ARTICLE IV SHARE STRUCTURE

The total number of shares of stock which the Corporation shall have authority to issue is 3,000 shares of common stock, with the par value of \$0.01 per share, all of the same class (hereinafter referred to as "Common Stock"). Each share of Common Stock shall be without distinction as to powers, rights and preferences. Each holder of record of shares of Common Stock shall be entitled to one vote for each share of such stock upon all matters presented to the stockholders.

ARTICLE V INCORPORATORS

The name and mailing address of the incorporator is 1600 CNB Corp., 1375 East Ninth Street, 20th Floor, Cleveland, Ohio 44114.

ARTICLE VI ELIMINATION OF BALLOT FOR THE ELECTION OF DIRECTORS

The directors of the Corporation need not be elected by written ballot.

ARTICLE VII INDEMNIFICATION

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including

attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit.

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, the Corporation shall pay all expenses (including attorneys' fees) actually and reasonably incurred by any person by reason of the fact that such person is or was an officer or director of the Corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding (other than an action by the Corporation on its own behalf) upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that he is not entitled to be indemnified by the Corporation as authorized by the General Corporation Law of the State of Delaware.

The rights of indemnification granted pursuant to this Article shall not be exclusive of other indemnification rights, if any, granted to such person and shall inure to the benefit of the heirs and legal representatives of such person.

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for the breach of his fiduciary duty as a director.

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, no repeal or restrictive amendment of this Article and no repeal, restrictive amendment or termination of effectiveness of any law authorizing this Article will apply to or affect adversely any right or protection of any director or officer for or with respect to any acts or omissions of such director or officer occurring prior to such repeal, amendment or termination of effectiveness.

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, the indemnification and advancement of expenses provided by this Article will apply with respect to acts or omissions occurring prior to the adoption of this Article.

ARTICLE VIII OPT-OUT OF INTERESTED STOCKHOLDER PROVISION

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

ARTICLE IX AMENDMENT OF BYLAWS

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, amend and repeal the Bylaws.

of this Corporation, without any action on the part of the stockholders, but the stockholders may make, adopt, alter, amend and repeal the Bylaws whether adopted by them or otherwise.

THE UNDERSIGNED, the sole incorporator named above, hereby signs this Certificate of Incorporation as of May 21, 1996.

1600 CNB Corp.

By: 

Marc C. Krantz, Assistant Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "WELLMAN FRICTION PRODUCTS U.K. CORP.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MAY, A.D. 1996, AT 4 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2625695 8100

960177023

AUTHENTICATION:

7990349

DATE:

06-18-96

CERTIFICATE OF INCORPORATION
OF
WELLMAN FRICTION PRODUCTS U.K. CORP.

ARTICLE I
NAME

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ADDRESS OF REGISTERED OFFICE IN DELAWARE

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ARTICLE III
PURPOSE

The Corporation is formed for the purpose of engaging in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

The Corporation reserves the right at any time and from time to time to change its purposes in any manner which is permitted by statute or which has been authorized or approved by this Certificate of Incorporation, if applicable. A properly approved or authorized change of purpose will be binding and conclusive upon every stockholder of the Corporation, including stockholders who voted against the change. No stockholder will be entitled to payment of the fair cash value of his shares due to a change in purpose of the Corporation.

Each purpose identified in this Article is independent of all other purposes, and will not be limited or restricted by any other clause or paragraph of this Certificate of Incorporation.

ARTICLE IV SHARE STRUCTURE

The total number of shares of stock which the Corporation shall have authority to issue is 3,000 shares of common stock, with the par value of \$0.01 per share, all of the same class (hereinafter referred to as "Common Stock"). Each share of Common Stock shall be without distinction as to powers, rights and preferences. Each holder of record of shares of Common Stock shall be entitled to one vote for each share of such stock upon all matters presented to the stockholders.

ARTICLE V INCORPORATORS

The name and mailing address of the incorporator is 1600 CNB Corp., 1375 East Ninth Street, 20th Floor, Cleveland, Ohio 44114.

ARTICLE VI ELIMINATION OF BALLOT FOR THE ELECTION OF DIRECTORS

The directors of the Corporation need not be elected by written ballot.

ARTICLE VII INDEMNIFICATION

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including

attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit.

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, the Corporation shall pay all expenses (including attorneys' fees) actually and reasonably incurred by any person by reason of the fact that such person is or was an officer or director of the Corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding (other than an action by the Corporation on its own behalf) upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that he is not entitled to be indemnified by the Corporation as authorized by the General Corporation Law of the State of Delaware.

The rights of indemnification granted pursuant to this Article shall not be exclusive of other indemnification rights, if any, granted to such person and shall inure to the benefit of the heirs and legal representatives of such person.

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for the breach of his fiduciary duty as a director.

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, no repeal of or restrictive amendment of this Article and no repeal, restrictive amendment or termination of effectiveness of any law authorizing this Article will apply to or affect adversely any right or protection of any director or officer for or with respect to any acts or omissions of such director or officer occurring prior to such repeal, amendment or termination of effectiveness.

To the maximum extent permitted under the General Corporation Law of the State of Delaware as it presently exists or may be amended in the future, the indemnification and advancement of expenses provided by this Article will apply with respect to acts or omissions occurring prior to the adoption of this Article.

ARTICLE VIII OPT-OUT OF INTERESTED STOCKHOLDER PROVISION

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

ARTICLE IX AMENDMENT OF BYLAWS

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, amend and repeal the Bylaws

of this Corporation, without any action on the part of the stockholders, but the stockholders may make, adopt, alter, amend and repeal the Bylaws whether adopted by them or otherwise.

THE UNDERSIGNED, the sole incorporator named above, hereby signs this Certificate of Incorporation as of May 21, 1996.

1600 CNB Corp.

By: Marc Krantz
Marc C. Krantz, Assistant Secretary

BYLAWS
OF
WELLMAN FRICTION PRODUCTS U.K. CORP.

ARTICLE I
STOCKHOLDERS

Section 1.1. *Annual Meetings.* An annual meeting of stockholders will be held for the election of directors at such date, time and place, either within or without the State of Delaware, as may be designated by resolution of the Board of Directors (the "Board"). Any other proper business may be transacted at the annual meeting.

Section 1.2. *Special Meetings.* Special meetings of stockholders for any purpose or purposes may be called at any time by the President of the Corporation, the Board, or the holders of a majority of the issued and outstanding shares of stock of the Corporation.

Section 1.3. *Notice of Meetings.* Written notice of every meeting of stockholders will be given, not less than ten nor more than sixty days before the date of the meeting, to each stockholder entitled to vote at such meeting. The notice will include the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. If mailed, notice will be deemed to be given when deposited in the mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the Corporation.

Section 1.4. *Waiver of Notice of Meetings of Stockholders.* Any written waiver of notice, signed by a stockholder entitled to notice, will be deemed equivalent to notice. Attendance of a stockholder at a meeting constitutes a waiver of notice of such meeting, except when the stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the stockholders, need be specified in any written waiver of notice.

Section 1.5. *Adjournments.* Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such reconvened meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the reconvened meeting the Corporation may transact any business which could have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the reconvened meeting, a notice of the reconvened meeting will be given to each stockholder of record entitled to vote at the meeting.

Section 1.6. *Quorum*. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, at each meeting of stockholders the presence in person or by proxy of the holders of shares of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote at the meeting will be necessary and sufficient to constitute a quorum. Shares of its own stock belonging to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, will neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing does not limit the right of the Corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

In the absence of a quorum, the stockholders so present may, by majority vote, adjourn the meeting from time to time in the manner provided in Section 1.5 of these Bylaws until a quorum attends.

Section 1.7. *Organization of Meetings*. Meetings of stockholders will be presided over by the Chairman of the Board, if any, or in his absence by the President, or in the absence of the foregoing persons by a chairman chosen at the meeting. The Secretary will act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 1.8. *Action by Vote*. Except as otherwise provided by the Certificate of Incorporation, as amended, each stockholder entitled to vote at any meeting of stockholders will be entitled to one vote for each share of stock held by him which has voting power upon the matter in question.

At all meetings of stockholders for the election of directors a plurality of the votes cast will be sufficient to elect. All other elections and questions will, unless otherwise provided by law, the Certificate of Incorporation or these Bylaws, be decided by the vote of the holders of shares of stock having a majority of the votes which could be cast by the holders of all shares of stock entitled to vote thereon which are present in person or represented by proxy at the meeting.

Voting at meetings of stockholders need not be by written ballot.

Section 1.9. *Representation by Proxy*. Each stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for him by proxy. A duly executed proxy will be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Corporation prior to the taking of a vote.

Section 1.10. *Inspectors of Election*. The Board in advance of any meeting of stockholders may appoint one or more Inspectors of Election to act at the meeting or any adjournment of the meeting. If Inspectors of Election are not so appointed, the chairman of the meeting may appoint one or more Inspectors of Election. Each Inspector of Election, before entering upon the discharge of his duties, must take and sign an oath faithfully to execute the duties of Inspector of Election at such

meeting with strict impartiality and according to the best of his ability. If appointed, Inspectors of Election will take charge of the polls and, when the vote is completed, will make a certificate of the result of the vote taken and of such other facts as may be required by law. The Inspectors of Election may appoint or retain other persons or entities to assist them in the performance of their duties as inspectors.

Section 1.11. *Fixing Date for Determination of Stockholders of Record.* In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board may fix a record date, which record date will not precede the date upon which the resolution fixing the record date is adopted by the Board and which record date:

- (a) in the case of determination of stockholders entitled to vote at any meeting of stockholders or adjournment thereof, will, unless otherwise required by law, not be more than sixty nor less than ten days before the date of such meeting;
- (b) in the case of determination of stockholders entitled to express consent to corporate action in writing without a meeting, will not be more than ten days from the date upon which the resolution fixing the record date is adopted by the Board; and
- (c) in the case of any other action, will not be more than sixty days prior to such other action.

If no record date is fixed:

- (a) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders will be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held;
- (b) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting when no prior action of the Board is required by law, will be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation in accordance with applicable law, or, if prior action by the Board is required by law, will be at the close of business on the day on which the Board adopts the resolution taking such prior action; and
- (c) the record date for determining stockholders for any other purpose will be at the close of business on the day on which the Board adopts the resolution relating thereto.

A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders will apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the reconvened meeting.

Section 1.12. *List of Stockholders Entitled to Vote.* The officer responsible for maintaining the stock ledger of the Corporation shall prepare, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list will be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place will be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list will also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present. Upon the willful neglect or refusal of the directors to produce such a list at any meeting for the election of directors, they will be ineligible for election to any office at such meeting. The stock ledger will be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list of stockholders or the books of the Corporation, or to vote in person or by proxy at any meeting of stockholders.

Section 1.13. *Action By Written Consent of Stockholders.* Unless otherwise provided in the Certificate of Incorporation, as amended, any action required or permitted to be taken at any meeting of the stockholders may be taken without a meeting, without prior notice 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 such action at a meeting at which all shares entitled to vote thereon were present and voted. Every signature of any stockholder who signs a written consent must be separately dated. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent will be given to those stockholders who have not consented in writing.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1. *Powers.* Subject to applicable provisions of law and any limitations in the Certificate of Incorporation or these Bylaws, the Board will manage the business and affairs of the Corporation and exercise all corporate powers.

Section 2.2. *Number.* The Board will consist of one or more members, the number of directors to be determined from time to time by resolution of the stockholders of the Corporation.

Section 2.3. *Election; Resignation; Removal; Vacancies.* At the first annual meeting of stockholders and at each subsequent annual meeting, the stockholders will elect directors each of whom will hold office for a term of one year or until his successor is elected and qualified. Any director may resign at any time upon written notice to the Corporation. Any director or the entire Board may be removed with or without cause by the vote of the holders of a majority of the shares

of stock then entitled to vote in the election of directors. Any newly created directorship or any vacancy occurring in the Board for any cause may be filled by a majority of the remaining members of the Board, although such majority is less than a quorum, or by a plurality of the votes cast at a meeting of stockholders, and each director so elected will hold office until the expiration of the term of office of the director whom he has replaced or until his successor is elected and qualified.

Section 2.4. *Regular Meetings.* Regular meetings of the Board may be held at such places within or without the State of Delaware and at such times as the Board may determine. Notice of a regular meeting need not be given.

Section 2.5. *Special Meetings.* Special meetings of the Board may be held at any time or place within or without the State of Delaware whenever called by any officer of the Corporation or by any member of the Board. Notice of a special meeting of the Board will be given by the person or persons calling the meeting at least twenty-four hours before the special meeting.

Section 2.6. *Waiver of Notice of Meetings of Directors.* Any written waiver of notice, signed by a director entitled to notice, will be deemed equivalent to notice. Attendance of a director at a meeting will constitute a waiver of notice of such meeting, except when the director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the directors, need be specified in any written waiver of notice.

Section 2.7. *Quorum; Vote Required for Action.* At all meetings of the Board a majority of the whole Board will constitute a quorum for the transaction of business. In the absence of a quorum, the directors present at the meeting may, by majority vote, adjourn the meeting until a majority attends. Except in cases in which the Certificate of Incorporation or these Bylaws otherwise provide, the vote of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board.

Section 2.8. *Interested Directors; Quorum.* No contract or transaction between the Corporation and one or more of the Corporation's directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, will be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (a) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or
- (b) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the

contract or transaction is specifically approved in good faith by vote of the stockholders; or

- (c) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board, a committee thereof, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes the contract or transaction.

Section 2.9. *Organization of Meetings.* Meetings of the Board will be presided over by the Chairman of the Board, if any, or in his absence by the President, or in their absence by a chairman chosen at the meeting. The Secretary will act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 2.10. *Telephonic Meetings Permitted.* Members of the Board, or any committee designated by the Board, may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to section will constitute presence in person at such meeting.

Section 2.11. *Action by Written Consent of Directors.* Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if all members of the Board or such committee, as the case may be, consent in writing, and the writing or writings are filed with the minutes of proceedings of the Board or such committee.

Section 2.12. *Compensation.* In the discretion of the Board, the Corporation may pay each director such fees for his services as director and reimburse him for his reasonable expenses incurred in the performance of his duties as director, as determined by the Board. Nothing contained in this section may be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation for such service.

Section 2.13. *Committees.* The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members of the committee present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board, will have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation.

Section 2.14 *Committee Rules.* Unless the Board otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the

absence of such rules each committee will conduct its business in the same manner as the Board conducts its business pursuant to Article II of these Bylaws.

ARTICLE III

OFFICERS

Section 3.1. *Enumeration; Election.* The Board will appoint a President, Secretary and Treasurer, and it may, if it so determines, elect a Chairman of the Board from among its members. The Board may also appoint, or empower the President to appoint, such other officers and agents as the business of the Corporation may require. Any number of offices may be held by the same person. The Board may require any officer, agent or employee to give security for the faithful performance of his duties.

Section 3.2. *Term of Office; Resignation; Removal; Vacancies.* Each officer will hold office until his successor is elected and qualified or until his earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation. The Board may remove any officer with or without cause at any time, but such removal will be without prejudice to the contractual rights of such officer, if any, with the Corporation. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board.

Section 3.3. *Powers and Duties.* The officers of the Corporation will have such powers and duties in the management of the Corporation as may be prescribed in these Bylaws and by the Board and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board.

Section 3.4. *Compensation.* The Board will determine the officers' salaries, and no officer will be prevented from receiving such compensation by reason of the fact that he is also a director of the Corporation.

ARTICLE IV

STOCK

Section 4.1. *Certificates.* Every holder of stock will be entitled to have a certificate signed by or in the name of the Corporation by two officers of the Corporation, certifying the number of shares owned by him in the Corporation. Any or all of the signatures on the certificate may be by facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent, or registrar before

such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent, or registrar at the date of issue.

Section 4.2. *Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates.* Upon written request by a Stockholder, the Corporation may issue a new certificate of stock in the place of any certificate previously issued by the Corporation, alleged to have been lost, stolen or destroyed. The Corporation may require the owner of the lost, stolen or destroyed certificate, or his legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

Section 4.3. *Transfer on Books.* Subject to the restrictions, if any, stated or noted on the stock certificate, shares of stock may be transferred on the books of the Corporation by the surrender to the Corporation or its transfer agent of the stock certificate properly endorsed or accompanied by a written assignment and power of attorney properly executed, with any necessary transfer stamps affixed, and with such proof of the authenticity of signature as the Board or the transfer agent of the Corporation, may reasonably require.

Section 4.4 *Registered Stockholders.* Except as may be otherwise required by law, by the Certificate of Incorporation or by these Bylaws, the Corporation will be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to receive notice and to vote or to give any consent with respect to such stock and to be held liable for such calls and assessments, if any, as may lawfully be made on such stock, regardless of any transfer, pledge or other disposition of such stock until the shares have been properly transferred on the books of the Corporation.

It will be the duty of each stockholder to notify the Corporation of his current post office address.

ARTICLE V

MISCELLANEOUS

Section 5.1. *Certificate of Incorporation.* These Bylaws are subject to the Certificate of Incorporation of the Corporation, and in the case of a conflict, the Certificate controls.

Section 5.2. *Amendment of Bylaws.* These Bylaws may be amended or repealed, and new Bylaws made, by the Board.