

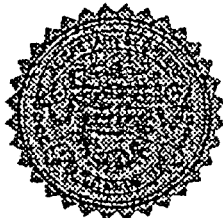
Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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 "FMRI, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF NOVEMBER, A.D. 2003, AT 10:54 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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030724659

AUTHENTICATION: 2743737

DATE: 11-12-03

CERTIFICATE OF INCORPORATION

OF

FMRI, INC.

1. The name of the corporation is FMRI, Inc. (the "Corporation").
2. The address of the Corporation's registered office in the State of Delaware is 615 South DuPont Highway, County of Kent, City of Dover. National Corporate Research, Ltd., is the Corporation's registered agent at that address.
3. The purpose of the Corporation is (a) to hold title to the licenses, permits, equipment, real property, improvements and all other assets (excluding any and all insurance policies or coverage and accounts receivable) comprising the facility previously owned and operated by Fansteel Inc. in Muskogee, Oklahoma (the "Muskogee Facility"), (b) to carry out the decommissioning of the Muskogee Facility, (c) to receive the proceeds of certain notes, cash and insurance proceeds to be applied to the remediation of the Muskogee Facility, (d) to incur indebtedness in connection with the decommissioning of the Muskogee Facility, (e) upon completion of the remediation of the Muskogee Facility, to wind up the Corporation's affairs, and (f) to take all actions and engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "General Corporation Law") in connection with, in furtherance of, or incidental to any of the foregoing.
4. The Corporation shall have authority to issue One Hundred (100) shares of Common Stock, par value one cent (\$0.01) per share.
5. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law (including, without

limitation, paragraph (7) of subsection (b) of Section 102 thereof), as the same may be amended and supplemented from time to time.

6. The Board of Directors shall have the power to adopt, amend or repeal By-laws of the Corporation, subject to the right of the stockholders of the Corporation to adopt, amend or repeal any By-law.

7. The Corporation shall, to the fullest extent permitted by the General Corporation Law (including, without limitation, Section 145 thereof), as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under the General Corporation Law. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled whether as a matter of law, under any By-law of the Corporation, by agreement, by vote of stockholders or disinterested directors of the Corporation or otherwise.

8. The election of directors of the Corporation need not be by written ballot, unless the By-laws of the Corporation otherwise provide.

9. Jesse Rosenblatt is the sole incorporator and her mailing address is c/o Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022.

Date: November 11, 2003.

By: 
Jesse Rosenblatt, Sole Incorporator