

State of Delaware
Office of the Secretary of State

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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 AMENDMENT OF "THE CARBORUNDUM COMPANY", CHANGING ITS NAME FROM "THE CARBORUNDUM COMPANY" TO "UNIFRAX CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 1996, AT 10 O'CLOCK A.M.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 8947300

DATE: 03-02-98

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

The Carborundum Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the 'Company'), does hereby certify

FIRST: That in lieu of a meeting and in accordance with provisions of Section 141 of the General Corporation Law of the State of Delaware, the Board of Directors have, by written consent, adopted the following Amendment to the Certificate of Incorporation:

RESOLVED, that the Certificate of Incorporation of the Company be, and the same hereby is, amended by deleting in its entirety Article FIRST thereof and inserting in lieu thereof, a new Article FIRST reading as follows:

"FIRST: The name of the Company is Unifrax Corporation";
and

FURTHER RESOLVED, that the foregoing amendment be recommended to the stockholders of the Company for adoption, and

FURTHER RESOLVED, that the President, any Vice President and the Secretary or Assistant Secretary of the Company be, and each hereby is, authorized and directed to execute a Certificate of Amendment of the Certificate of Incorporation of the Company setting forth the foregoing resolution adopting an amended Article FIRST and to cause such certificate to be filed with the Secretary of State of Delaware and recorded with the Recorder of Deeds of New Castle County

SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 141(f) 228, 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, The Carborundum Company has caused this Certificate to be signed by G. J. Dunn, its Vice President and attested by B. A. Rutigliano, its Secretary, this 29 day of February, 1996

THE CARBORUNDUM COMPANY

ATTEST:

By B. A. Rutigliano
B. A. Rutigliano, Secretary

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By: G. J. Dunn
G. J. Dunn, Vice President