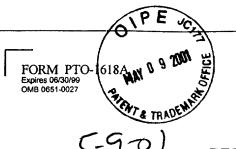


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Name Hickson Kerley, Lnc- 12-29-95				
Formerly				
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Other				
X Citizenship/State of Incorporation/Organiza	tion Delaware			
Receiving Party  Mark if additional names of receiving parties attached				
Name Tessenderlo Kerley, Inc.				
DBA/AKA/TA				
Composed of				
Address (line 1) 2255 North 44th Street	. Suite 300			
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## State of Delaware

PAGE 1

## 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 AMENDMENT OF "HICKSON KERLEY, INC.", CHANGING ITS NAME FROM "HICKSON KERLEY, INC." TO "TESSENDERLO KERLEY, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1995, AT 12:30 O'CLOCK P.M.

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



Edward J. Freel, Secretary of State

AUTHENTICATION:

7773173

DATE:

12-29-95

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526-49-2851

## CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION OF HICKSON KERLEY, INC.

HICKSON KERLEY, INC., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation")

## DOES HEREBY CERTIFY:

FIRST: That effective as of December 29, 1995, the Board of Directors of the Corporation adopted resolutions by unanimous written consent setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and submitting the proposed amendment to the sole stockholder of the Corporation for its consideration and approval. The proposed amendment is as follows:

NOW, THEREFORE, BE IT HEREBY RESOLVED, that Article First of the Certificate of Incorporation of the Corporation be deleted in its entirety, and the following new Article First be substituted in its place:

FIRST. The name of the corporation is Tessenderlo Kerley, Inc.

SECOND: That thereafter effective as of December 29, 1995, the sole stockholder of the Corporation adopted resolutions by unanimous written consent approving the proposed amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Hickson Kerley, Inc. has caused this certificate to be signed by its President and attested by its Secretary, this 29th day of December, 1995.

HICKSON KERLEY, INC.

Livio Lederer

Chief Executive Officer

ATTEST:

Alexander W. Patterson

Assistant Secretary

AD953520.097

RECORDED: 05/09/2001

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