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RECORDATION FORM COVER SHEET
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
St. Joe Minerals Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: The Doe Run Resources Corporation
Internal
Address: _____
Street Address: 1801 Park 270 Drive, Suite 300
City: St. Louis State: MO Zip: 63146

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Certificate of Amendment

Execution Date: March 31, 1994

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 1,159,696

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Bryan K. Wheelock
Internal Address: Harness, Dickey & Pierce

Street Address: 7700 Bonhomme Ave., Suite 400


City: St. Louis State: MO Zip: 63105

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
08-0750

DO NOT USE THIS SPACE

9. Signature.
Bryan K. Wheelock  January 29, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

**State of New York }
Department of State }^{ss:}**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

MAR 10 1998



Special Deputy Secretary of State

DOCS-1266 (5/96)

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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ST. JOE MINERALS CORPORATION**

Under section 805 of the Business Corporation Law

We, the undersigned, being the President and the Secretary of St. Joe Minerals Corporation, a corporation organized and existing under the laws of the State of New York, do hereby certify as follows:

1. The name of the Corporation is St. Joe Minerals Corporation. The Corporation was incorporated under the name "Fluor Acquisition Corporation".

2. The Certificate of Incorporation of the Corporation was filed by The Department of State on April 2, 1981.

3. The Certificate of Incorporation of the Corporation is hereby amended to:

(a) change the name of the Corporation to The Doe Run Resources Corporation;

(b) add to the purposes of the Corporation;

(c) authorize the Corporation to issue two thousand five hundred (2500) shares of Preferred Stock, of the par value of \$1,000 per share.

4. To accomplish such changes:

(a) Article First of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

FIRST: The name of the Corporation is THE DOE RUN RESOURCES CORPORATION (hereinafter called "Corporation").

(b) Article Second of the Certificate of Incorporation of the Corporation is hereby amended by adding thereto a new paragraph ("2"), immediately following paragraph ("1") and preceding the final paragraph of said Article Second, said new paragraph (2) to read in its entirety as follows:

(a) to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York, but not to engage in any act or activity requiring the consent or approval of any state official, department, board, group or other body without such consent or approval first being obtained."

(c) Article Third of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"Third: The aggregate number of shares which the Corporation shall have authority to issue is 3500 shares, consisting of 2500 shares of Preferred Stock, of the par value of \$1,000 per share, and 1,000 shares of Common Stock, \$1.10 par value.

The designation of each class and a statement of the relative rights, preferences and limitations of the shares thereof is as follows:

DIVISION A - PREFERRED STOCK

1. Designation. The 2500 shares of Preferred Stock shall be designated "Preferred Stock"

2. Dividends. The holders of the outstanding shares of Preferred Stock shall be entitled to receive, out of any assets of the Corporation legally available therefor, dividends in cash at the rate of \$80 per share per annum, from the date of issue thereof, and no more, payable quarterly on the first day of January, April, July and October in each year (the three month periods ending on such dates being herein called "Dividend Periods"), to the holders of record of such Preferred Stock as at the close of business on the 15th day of the immediately preceding month. Dividends for the Preferred Stock shall be cumulative from the date of original issue thereof to the date of payment. Upon payment of all such dividends, the holders of the Preferred Stock shall not, as such, be entitled to participate in any other dividends paid by the Corporation.

3. Redemption. The Corporation, at any time or from time to time, may, at its option, redeem all or any part of the Preferred Stock, at the Redemption

Price, of \$1,000 per share, plus accrued dividends on the shares so redeemed since the last date to which the dividends shall have been paid thereon, pursuant to notice given as provided in subparagraph 4 of this Division A.

4. Notice of Redemption; Effect of Notice; Surrender of Certificates. In the case of each redemption of shares of Preferred Stock the Corporation shall give written notice thereof to each holder of such shares to be redeemed, not less than ten nor more than thirty days prior to the date fixed for such redemption specifying (i) such redemption date, (ii) the aggregate number of such shares to be redeemed on such date, (iii) the number of shares held by the holder to be so redeemed, and (iv) the redemption price per share. Such notice shall be given by first class mail, postage prepaid, directed to each holder of such shares of such class at the last address of such holder appearing upon the books of the Corporation.

In connection with any redemption of shares of any class of Preferred Stock, the redemption payment shall be payable only upon surrender of the certificates for the shares to be redeemed. If less than all of the shares represented by a surrendered certificate are to be redeemed, the Corporation will forthwith issue one or more certificates evidencing the shares which shall not have been so redeemed.

5. Liquidation. Upon any voluntary or involuntary liquidation, dissolution or winding up of the business and affairs of the Corporation, the holders of the Preferred Stock then outstanding shall be entitled to receive payment of the Liquidation Price of \$1,000 per share, plus any accrued and unpaid dividends at the rate of \$80 per share per year from the last date to which such dividends have been paid before the holders of any other stock of the Corporation ranking junior to the Preferred Stock in respect of payment upon such liquidation, dissolution or winding up shall be entitled to any payment on account of such shares.

After receipt of such payment, the holders of shares of Preferred Stock shall not be entitled to participate on account thereof in any further distribution made to the holders of the capital stock of the Corporation. If upon any liquidation, dissolution or winding up, the Corporation shall have insufficient funds to permit payment to the holders of the Preferred Stock then outstanding of the entire

payment required by the preceding paragraph, such funds of the Corporation as are available for such payment shall be distributed among such holders on the basis of the number of shares of Preferred Stock held by each such holder so that, as nearly as may be practicable, the amount each such holder shall receive represents the same proportion of such funds as such holder's total holdings of shares of Preferred Stock represents of the total number of shares of Preferred Stock at the time outstanding.

6. Voting. The holders of Preferred Stock shall not have voting rights as to any matter whatever.

DIVISION B - COMMON STOCK

1. Designation. The 1,000 shares of Common Stock shall be designated "Common Stock".

2. Dividends. So long as no dividends on the Preferred Stock shall be accrued and unpaid, the holders of Common Stock shall be entitled to receive such dividends as may be declared thereon by the Board of Directors of the Corporation in its discretion out of any funds or assets of the Corporation lawfully available for the payment of such dividends.

3. Distribution of Assets. In the event of any liquidation, dissolution or winding up of the Corporation, or any reduction of its capital, resulting in a distribution of its assets to stockholders, whether voluntary or involuntary, then, after there shall have been paid or set apart for the holders of the Preferred Stock the full preferential amounts to which they are entitled, the holders of the Common Stock shall be entitled to receive as a class, pro rate, all of the remaining assets of the Corporation available for distribution to its stockholders.

4. Voting Power. The holders of the Common Stock shall possess exclusive voting power for the election of directors and for all other purposes and each holder thereof shall be entitled to one vote for each share thereof.

DIVISION C - GENERAL PROVISIONS

No holder of any of the shares of the stock or options, warrants or other rights to purchase stock or

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of other securities of the Corporation, shall be entitled as of right to purchase or subscribe for any unissued stock of any class or any additional shares of any class to be issued by reason of any increase in authorized capital stock of the Corporation of any class, or certificates of indebtedness, debentures or other securities convertible into or exchangeable for stock of the Corporation of any class, or carrying any right to purchase stock of any class, but any such unissued stock, additional authorized issue of any stock or securities convertible into or exchangeable for stock or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations, whether such holders or others, and upon such terms, as may be deemed advisable by the Board of Directors in the exercise of its sole discretion."

5. Said amendments were authorized by the unanimous written consent of all of the members of the board of Directors of the Corporation and the unanimous written consent of the holders of all of the shares of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, we have executed this certificate this 11 day of March, 1994 and affirm that the foregoing statements are true under the penalties of perjury.

[Signature]

President W. L. Conroy
St. Joe Minerals Corporation

APPROVED
[Signature]
Law Dept.

[Signature]

Secretary - Larry B. Fisher
St. Joe Minerals Corporation

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

ST. JOE MINERALS CORPORATION

PURSUANT TO SECTION 805 OF THE BUSINESS CORPORATION LAW

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6cc's
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED **APR 04 1994**
TAX \$ **1250.00**
BY: **JAN**

BILLED

Filed on behalf of:

S. Schell Watts
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PTO/SB/97 (08-00)

Approved for use through 10/31/2002. OMB 0651-0031

U.S. Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE


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Certificate of Transmission under 37 CFR 1.8

I hereby certify that this correspondence is being facsimile transmitted to the Patent and Trademark Office

on January 29, 2002.

Date



Signature

Bryan K. Wheelock

Typed or printed name of person signing Certificate

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Recordation Form Cover Sheet (1 page);
Certificate of Amendment (Change of Name) (7 pages);
Certificate of Transmission (1 page)
Fax Transmittal Cover Sheet (1 page)

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