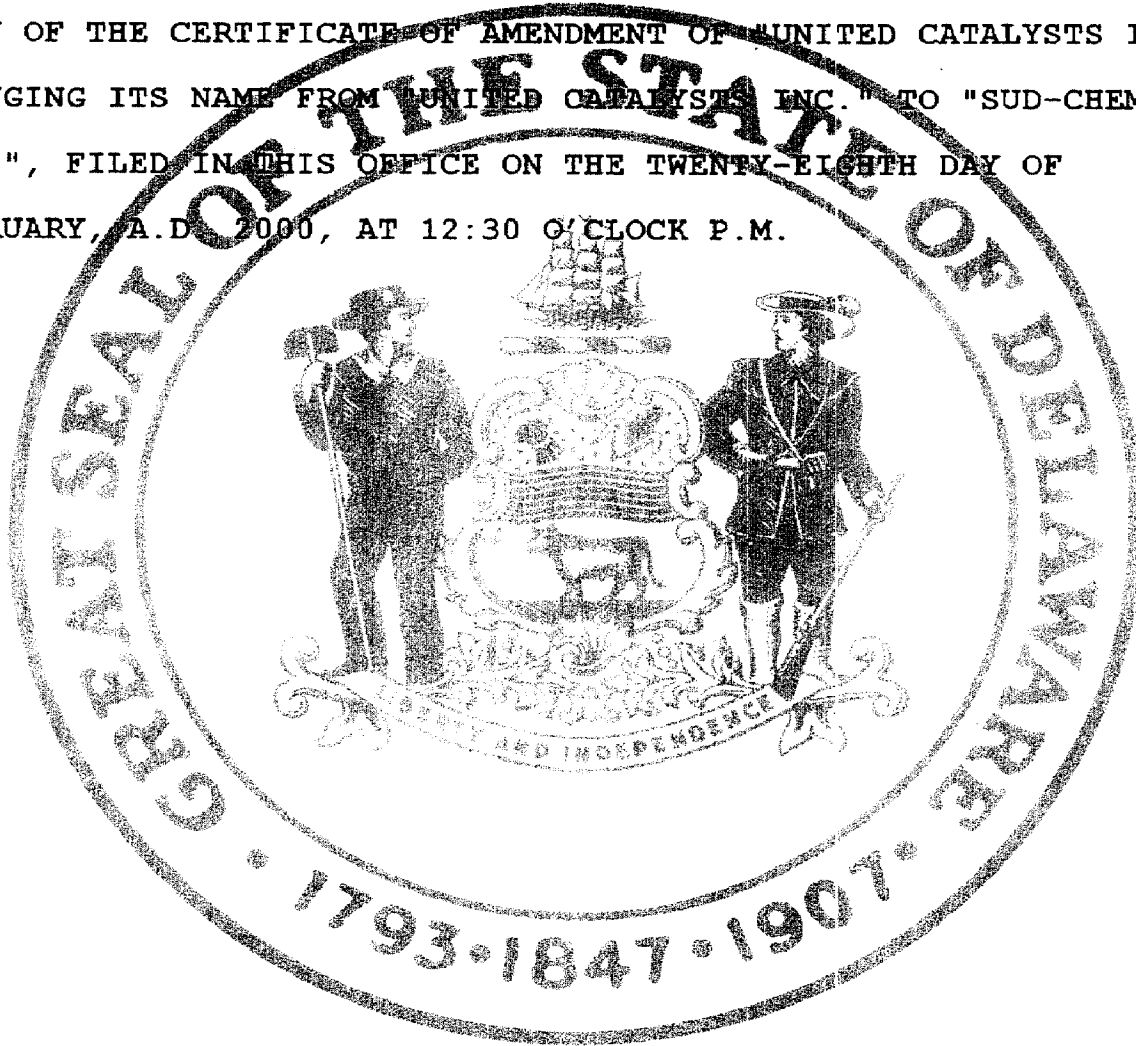


I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "UNITED CATALYSTS INC.", CHANGING ITS NAME FROM "UNITED CATALYSTS INC." TO "SUD-CHEMIE INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2000, AT 12:30 O'CLOCK P.M.



0516822 8100

001193762

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0384078

DATE: 04-14-00

TRADEMARK

REEL: 002414 FRAME: 0063

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
UNITED CATALYSTS INC.**

UNITED CATALYSTS INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That a resolution was duly adopted at a meeting of the Board of Directors of the corporation setting forth a proposed amendment of the Certificate of Incorporation of the corporation, declaring the amendment to be advisable and directing that the amendment be considered by the stockholders of the corporation. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the corporation be amended effective 00:01 a.m. on March 1, 2000 by changing the Article thereof numbered "FIRST" so that, as amended, that Article shall be and read as follows:

"The name of the corporation is SUD-CHEMIE INC."

SECOND: That thereafter, pursuant to resolution of the Board of Directors, the stockholders of the corporation consented to the amendment in writing, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the amendment has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That pursuant to Section 103 of the General Corporation Law of the State of Delaware, the amendment shall be effective at 00:01 a.m. on March 1, 2000.

IN WITNESS WHEREOF, United Catalysts Inc. has caused this certificate to be signed by Frank Wathen, its authorized officer, on February 16, 2000.

By: Frank W Wathen

Title: Secretary and Treasurer

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02/11/00 3:30 PM