

**State of New York
Department of State**

SS.:

20694

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that
the same is a correct transcript of said original.*

Witness my hand and seal of the Department of State on **MAY 14 1980**

Basil G. Fitts
Secretary of State

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ALLIED CHEMICAL CORPORATION

Under Section 805 of the Business Corporation Law

WE, THE UNDERSIGNED, BRIAN D. FORROW, Senior Vice President and General Counsel, and VICTOR FUTTER, Vice President and Secretary, of ALLIED CHEMICAL CORPORATION (hereinafter called the "corporation"), do hereby certify and set forth:

(1) The name of the corporation is ALLIED CHEMICAL CORPORATION. The name under which the corporation was formed is Allied Chemical & Dye Corporation.

(2) The Certificate of Incorporation of the corporation was filed by the Department of State on December 17, 1920.

(3) Article SEVENTH of the Certificate of Incorporation, relating to the authorized number of directors, is hereby amended to read as follows:

SEVENTH: The number of Directors of the corporation shall be determined in the manner prescribed in the By-laws. No Director need be a stockholder.

(4) The second paragraph of Article FIFTH of the Certificate of Incorporation, relating to the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him, is hereby amended to read as follows:

The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him is P.O. Box 3000R, Morristown, N.J. 07960, attention: General Counsel.

(5) The amendment to Article SEVENTH of the Certificate of Incorporation was authorized by the vote of the holders of a majority of all outstanding shares of the corporation's Common Stock entitled to vote thereon at the Annual Meeting of Shareholders of the corporation held on April 28, 1980.

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(6) The amendment to the second paragraph of Article FIFTH of the Certificate of Incorporation was authorized by the vote of the Board of Directors of the corporation at a meeting thereof held on April 28, 1980.

IN WITNESS WHEREOF, we have made and signed this Certificate this 28th day of April, 1980 and affirm the statements contained therein as true under penalties of perjury.



Brian D. Forrow
Senior Vice President and
General Counsel



Victor Futter
Vice President and Secretary

CT

STATE OF NEW YORK
DEPARTMENT OF STATE
A TRUE COPY OF THE ORIGINAL
FILED IN THIS OFFICE ON

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ALLIED CHEMICAL CORPORATION

Under Section 805 of the Business Corporation Law

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(1)

Dennis R. Marshall, Atty.
Law Dept.
Allied Chemical Corporation
P.O. Box 2245R
Morristown, NJ 07960

ass'd 4/28/58
allied Chemical, NY
12/1/56

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NY

L-1766 1/16-17

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 28 1980

AMT OF CHECK \$ 40.00
FILING FEE \$ 30
TAX \$
COPY \$ 5
CERT \$ 10.00
REFUND \$

BY: *[Signature]*

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27.7 Park Ave
NY 10017
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