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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

JUN 05 2001

By W. 205151

BUSINESS CORPORATION

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is E. I. du Pont de Nemours and Company
2. It is incorporated under the laws of Delaware
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on 8/18/20, authorizing it to transact business in Rhode Island under the name of: E. I. du Pont de Nemours and Company
4. The corporate name of the corporation has been changed to No change
5. The name, if different, which it elects to use in Rhode Island is:
6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

Handwritten notes and stamps on the right side of the form.

No change
JUN 05 2001
RECEIVED

State of Delaware

Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, 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 "E. I. DU PONT DE NEMOURS AND COMPANY", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MAY, A.D. 1997, AT 10 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0048306 8100

AUTHENTICATION: 1169580

010266899

DATE: 06-04-01

CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
E. I. DU PONT DE NEMOURS AND COMPANY

E. I. du Pont de Nemours and Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of E. I. du Pont de Nemours and Company (the "Company"), resolutions were duly adopted setting forth a proposed amendment of the Restated Certificate of Incorporation of E. I. du Pont de Nemours and Company, declaring the proposed amendment to be advisable and requiring stockholder approval at the Company's 1997 Annual Meeting. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that it is in the best interests of the Company and is hereby declared advisable that the first paragraph of Article Fourth of the Restated Certificate of Incorporation of the Company be deleted and the following substituted therefor:

"Fourth: - The total authorized stock of the corporation is as follows:

The total number of shares of all classes of stock which the corporation shall have authority to issue shall be One Billion Eight Hundred Twenty-Three Million (1,823,000,000), of which Twenty-Three Million (23,000,000) shares shall be Preferred Stock without par value and One Billion Eight Hundred Million (1,800,000,000) shares shall be Common Stock having a par value of Thirty Cents (\$0.30) each. Each share of Common Stock of the par value of Sixty Cents (\$0.60) of the corporation issued as of the effective date of this Certificate of Amendment is hereby reclassified, changed and converted into two fully-paid and nonassessable shares of Common Stock of the par value of Thirty Cents (\$0.30) each of the corporation."

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a meeting of the stockholders of the Company was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

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

**FOURTH:** This Certificate of Amendment of Restated Certificate of Incorporation of E. I. du Pont de Nemours and Company shall be effective as of 5:00 p.m. Eastern Daylight Time on May 15, 1997.

IN WITNESS WHEREOF, E. I. du Pont de Nemours and Company has caused this certificate to be signed by Howard J. Rudge, its Senior Vice President and General Counsel, and Louise B. Lancaster, its Secretary, this 15<sup>th</sup> day of May, 1997.

Attest: Louise B. Lancaster  
Secretary

By: Howard J. Rudge  
Senior Vice President and General Counsel