

PO2175



ILUKA RESOURCES INC.

August 20, 1999

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
99 AUG 24 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Application By Foreign Profit Corporation to File Amendment to
Application for Authorization to Transact Business in Florida

Dear Sir/Madam:

400002967174--6
-08/23/99--01126--010
*****52.50 *****52.50

Enclosed please find the following:

1. Application to Amend Authorization to Transact Business in Florida;
2. Original Certificate of Amendment from the State of Delaware; and
3. \$52.50 check to cover filing fee, Certified Copy and Certificate of Status.

If you have any questions please call me at (904) 529-5001.

Sincerely,

J. L. Scott
Administration Manager - US

JLS/cl

Enclosure

N/C

ILUKA RESOURCES INC.
1223 Warner Road, Green Cove Springs, Florida 32043
Tel: 1 904 284-9832 Fax: 1 904 284 4006

V. SHEPARD AUG 31 1999

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. RGC (USA) Mineral Sands Inc.

Name of corporation as it appears on the records of the Department of State.

2. Delaware, USA

Incorporated under laws of

3. May 24, 1984

Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 30, 1999

5. Iluka Resources Inc.

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

n/a

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a

New Jurisdiction


Signature

August 20, 1999
Date

Jimmie L. Scott

Typed or printed name

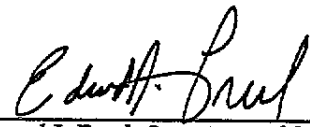
Director

Title

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 "RGC (USA) MINERAL SANDS INC.", CHANGING ITS NAME FROM "RGC (USA) MINERAL SANDS INC." TO "ILUKA RESOURCES INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JULY, A.D. 1999, AT 2:30 O'CLOCK P.M.




Edward J. Freel, Secretary of State

2035818 8100

991341917

AUTHENTICATION:

9925154

DATE:

08-17-99

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
FOR
RGC (USA) MINERAL SANDS INC.**

RGC (USA) Mineral Sands Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That on 24 June, 1999 the Board of Directors of the Corporation adopted resolutions setting forth a proposed amendment of 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 paragraph 1 of the Certificate of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"1. The name of the corporation is Iluka Resources Inc."

SECOND: That thereafter on 24 June, 1999, the stockholders of the Corporation adopted the proposed amendment by written consent in accordance with Section 228 of the Delaware Corporation Law.

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

IN WITNESS WHEREOF, RGC (USA) Mineral Sands Inc. has caused this certificate to be signed by a duly authorized officer this 24th day of June, 1999.

RGC (USA) Mineral Sands Inc.



Jimmie L. Scott
Secretary/Director