

Osmose

8/5937

December 3, 1998

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002714678--8
-12/17/98--01068--002
*****35.00 *****35.00

Dear Sirs,

Enclosed please find our Application to Amend Application for Authorization to Transact Business in Florida. Also, included are the Certificate of Incorporation and a check for \$35.00.

Per your request our return address and phone are as follows:

Osmose, Inc.
980 Ellicott Street
Buffalo, NY 14209

(716) 882-5905

Any return correspondence may be mailed to me at such address.

Sincerely,

Darlene Graczyk

Darlene Graczyk
Controller

FILED
98 DEC 17 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

rc

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)

FILED
98 DEC 17 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. OSMOSE WOOD PRESERVING, INC.
Name of corporation as it appears on the records of the Department of State.
2. NEW YORK
Incorporated under laws of
3. JANUARY 22, 1962
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? JUNE 25, 1998
5. OSMOSE, 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.
- NO CHANGE
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- NO CHANGE
New Jurisdiction

Darlene Graczyk
Signature

DECEMBER 9, 1998
Date

DARLENE GRACZYK
Typed or printed name

CONTROLLER
Title

*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 NOV 13 1998



A handwritten signature in black ink, appearing to read "J. Leub", followed by a long horizontal line.

Special Deputy Secretary of State

05/22/98 10:00

8716 882 5139

OSMOSE WOOD

002/002

Certificate of Amendment

of

Certificate of Incorporation

of

OSMOSE WOOD PRESERVING, INC.

Pursuant to Section 805 of the Business Corporation Law

IT IS HEREBY CERTIFIED:

FIRST: The name of the Corporation is OSMOSE WOOD PRESERVING, INC., hereinafter referred to as the "Corporation".

SECOND: The Certificate of Incorporation was filed with the Department of State of the State of New York on NOVEMBER 30, 1934, under the original name of OSMOSE CORPORATION OF AMERICA.

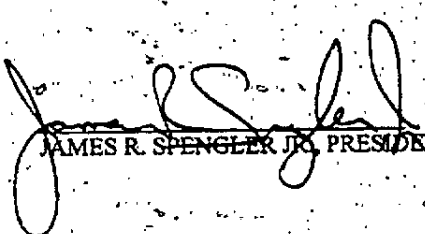
THIRD: The Certificate of Incorporation is hereby amended to effect the foregoing change:

To amend Paragraph (1) which sets forth the name of the Corporation. Paragraph (1) shall now read as follows:

(1) The name of the Corporation is:
OSMOSE, INC.

FOURTH: The change to the Certificate of Incorporation was authorized by vote of the Board of Directors and then by unanimous vote of the holders of all outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, this Certificate of Amendment has been subscribed by the undersigned, this 23RD day of MAY, 1998 who affirms that the statements made herein are true under the penalties of perjury.


JAMES R. SPENGLER JR., PRESIDENT


LAURA PODKULSKI, SECRETARY

980625000247

Certificate of Amendment

of the

Certificate of Incorporation

of

OSMOSE WOOD PRESERVING, INC.

Pursuant to Section 805 of the Business Corporation Law

RECEIVED

JUN 26 12:26 PM '98

FILED

JUN 25 12:26 PM '98

BLU-39
BILLED

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED - JUN 25 1998

TAXS

BY:

Filed By
OSMOSE WOOD PRESERVING, INC.
C/O JERRY DOUGHERTY
240 S. MONTEZUMA ST, STE 103
PRESCOTT, AZ 86303

RECEIVED

JUN 24 12:30 PM '98

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