



839171

ACCOUNT NO. : 072100000032

REFERENCE : 106889 7250420

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 35.00

FILED
01 APR 11 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 6, 2001

ORDER TIME : 11:05 AM

ORDER NO. : 106889-010

CUSTOMER NO: 7250420

300003992053--0

CUSTOMER: Ms. Christine. Didomizio
Degussa-huls Corporation
379 Interpace Parkway
Po Box 677
Parsippany, NJ 07054-0677

FOREIGN FILINGS

NAME: DEGUSSA-HULS CORPORATION

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

RECEIVED
01 APR 11 PM 12:11
DIVISION OF CORPORATION

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

N.C.

G. COULLIETTE APR 11 2001

8 pages

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)

1. Degussa-Huls Corporation
Name of corporation as it appears on the records of the Department of State.
2. Alabama
Incorporated under laws of
3. September 22, 1977
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? February 16, 2001

5. Degussa Corporation
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.

New Duration

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

New Jurisdiction


Signature

March 29, 2001
Date

Dennis J. Taylor
Typed or printed name

Executive Vice President & Secretary
Title

FILED
01 APR 11 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that Degussa Corporation incorporated in Mobile County, Mobile, Alabama on November 26, 1973. I further certify that the records do not disclose that said Degussa Corporation has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

March 1, 2001

Date

A handwritten signature in cursive script, reading "Jim Bennett".

Jim Bennett

Secretary of State

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate and literal copy of articles of amendment to the articles of incorporation of Degussa-Huls Corporation changing the name to Degussa Corporation as received and filed in the office of the Secretary of State of Alabama, showing the date of amendment as February 16, 2001, the date said instrument was filed in the office of the Judge of Probate of Mobile County.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

03/01/01

Date

A handwritten signature in cursive script, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State

#032-6012	
Posted by: JF	Checked by: [Signature]

**ARTICLES OF AMENDMENT TO CERTIFICATE
OF INCORPORATION OF DEGUSSA-HÜLS CORPORATION**

Degussa-Hüls Corporation, an Alabama corporation, pursuant to the provisions of §10-2B-10.06, Code of Alabama, hereby certifies that the Certificate of Incorporation of Degussa Alabama, Inc., dated the 26th day of November, 1973, which was recorded in Real Property Book 1302, Pages 776-791, and as amended by Certificate of Amendment dated September 26, 1975, recorded in Real Property Book 1503, Pages 0004-0006, and as further amended by Certificate of Amendment dated February 24, 1976, recorded in Real Property Book 1627, Pages 0405-0407, and as further amended by Certificate of Amendment dated September 20, 1976, recorded in real Property Book 1640, Pages 0469-0471, and as further amended in the Articles and Plan of Merger of Degussa, Inc. into Degussa Alabama, Inc., dated September 30, 1977, as filed with the Secretary of State for the State of Alabama has been and hereby is further amended as follows:

Article FIRST thereof so that it shall read as follows:

FIRST: The name of the Corporation (hereinafter called the "Corporation") is:

Degussa Corporation.

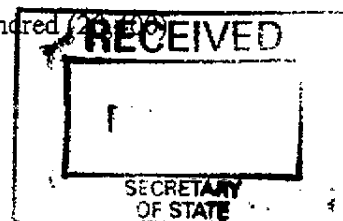
(2) Article FOURTH is amended so that it shall read as follows:

The foregoing Amendments were adopted by the Shareholder of the Corporation effective as of February 9, 2001, in the manner prescribed by the Alabama Business Corporations Act.

The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the Amendments, and the number of votes of each voting group indisputably represented at the meeting, are as follows:

Designation: Common.

Number of Outstanding Shares: Twenty Thousand Five Hundred (20,000)



Number of Votes Entitled to be Cast by Each Voting Group: Twenty Thousand Five Hundred (20,400).

Number of Votes of Each Voting Group Represented at Meeting: Twenty Thousand Five Hundred (20,400).

The total number of votes cast in favor of the Amendments by each voting group entitled to vote separately on the Amendments was Twenty Thousand Four Hundred (20,400); and the total number of votes cast against the Amendments by each voting group entitled to vote separately on the Amendments was none.

DATED this 12th day of February, 2001

Degussa-Hüls Corporation

By: A. I. Bunde
As its President

STATE OF NEW JERSEY)
)
COUNTY OF BERGEN)

I, Joan Pioch-Byrd, a Notary Public in and for said State, hereby certify that Andrew J. Burke whose name as President of Degussa-Hüls Corporation, a corporation, is signed to the foregoing Amendment, and who is known to me, acknowledged before me on this day, that being informed of the contents of said Amendment, he, as such officer, and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this the 12th day of February, 2001.



Notary Public

JOAN C. PIOCH-BYRD
A Notary Public of New Jersey
My Commission Expires 5/7/2008

State of Alabama - Mobile County
I certify this instrument was filed on:

Fri, Feb-16-2001 @ 10:22:50

S. R. FEE	2.00
RECORDING FEE	11.00
TOTAL AMOUNT	\$13.00

2001011114
Don Davis, Judge of Probate

CERTIFIED TRUE COPY
Probate Court of Mobile Co., AL
Don Davis, Judge

Signature


Joe McEachern Jr., Chief Clerk

Date: 2-16-01

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Degussa Corporation

This domestic corporation name is proposed to be incorporated in Mobile County and is for the exclusive use of William Watts, PO Box 989, Mobile, AL 36601 for a period of one hundred twenty days beginning February 12, 2001 and expiring June 13, 2001.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 12, 2001

Date

Jim Bennett

A handwritten signature in cursive script that reads "Jim Bennett".

Secretary of State