

F95000004162

FILED
01 MAY -2 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 1, 2001

Mr. Doug Spitler
Florida Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400004193934--5
-05/10/01--01074--022
*****43.75 *****43.75

Re: Ref. No. F95000004162

Dear Mr. Spitler:


As per our conversation of today, we have enclosed an "Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida" to advise of this Corporation's name change.

Additionally, we have enclosed the certified Certificate of Amendment from Delaware regarding the change of name. Per our conversation, you advised that even though the enclosed Certificate is slightly over 90 days old, it would be accepted for this purpose.

Also enclosed is our check in the amount of \$43.75 made payable to Department of State to cover the filing fee and a certified copy.

Thank you for your assistance in this matter.

Sincerely,


Richard M. Malcy
Treasurer

Enc.

YP10501A

TRANSCHEM FINANCE & TRADE CORP.

1717 North Bayshore Drive
The Grand - Suite 2000
Miami, Florida 33132 U.S.A.

MOSCOW LONDON ISTANBUL ZURICH KIEV

TEL: (305) 539-8900 FAX: (305) 539-5111 E-MAIL: transchem@kaplangroup.com

TRANS
1 CHEM

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)

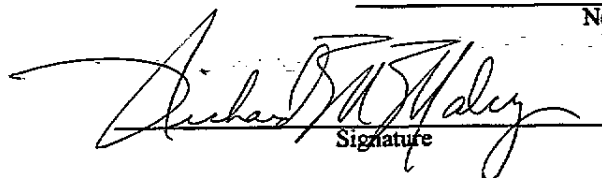
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TALLAHASSEE, FLORIDA

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

2. Delaware 3. 8/25/95
Incorporated under laws of 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? 1/19/01
5. TransChem Finance & Trade Corp.
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

5/1/01
Date

Richard M. Malcy
Typed or printed name

Treasurer
Title

State of Delaware
Office of the Secretary of State

PAGE 1

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 "TRANSCHEM CORP.", CHANGING ITS NAME FROM "TRANSCHEM CORP." TO "TRANSCHEM FINANCE & TRADE CORP.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JANUARY, A.D. 2001, AT 4:30 O'CLOCK P.M. _ _ _

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS. _ _ _



Harriet Smith Windsor

Secretary of State

2456177 8100

010032208

AUTHENTICATION: 0926166

DATE: 01-20-01

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

TransChem Corp., a corporation existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of this corporation adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the corporation:

RESOLVED, that the Certificate of Incorporation of TransChem Corp. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

The name of the Corporation is: TransChem Finance & Trade Corp.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given "unanimous" written consent to said amendment in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, TransChem Corp. has caused this certificate to be signed by Ian Kaplan, its President, this 2nd day of Jan., 2001.

By: 
Ian Kaplan as President

UNANIMOUS CONSENT OF THE SHAREHOLDERS

OF

TransChem Corp.

IN LIEU OF MEETING

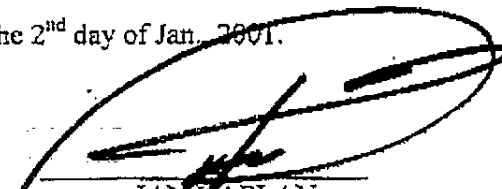
The undersigned, constituting all of the shareholders of TransChem Corp. (the "corporation"), waiving all requirements of notice, consent to the corporate actions specified below, by written consent, without a meeting, pursuant to Section 288 of the General Corporation Law of the State of Delaware.

The Certificate of Incorporation of TransChem Corp. may be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

The name of the Corporation is: TransChem Finance & Trade Corp.

IN WITNESS WHEREOF, the undersigned, shareholders of TransChem Corp. have executed this written consent as of the 2nd day of Jan. 2001.


HOWARD KAPLAN


IAN KAPLAN