



THE UNITED STATES
CORPORATION
COMPANY

P40863

ACCOUNT NO. : 072100000032

REFERENCE : 304596 4353931

AUTHORIZATION : Patricia Pijet

COST LIMIT : \$ 35.00

ORDER DATE : March 24, 1997

ORDER TIME : 11:28 AM

ORDER NO. : 304596-005

800002124998--4

CUSTOMER NO: 4353931

CUSTOMER: Ms. Shelley Kaye
W.r. Grace & Co.
One Town Center Road

Boca Raton, FL 33486-1010

FOREIGN FILINGS

NAME: GRACE COCOA LIMITED PARTNERS
I, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

FILED
97 MAR 26 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR 26 PM 12:11
3/2/97
KRC

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

(1-3 must be completed)

FILED
91 MAR 26 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Business in Florida

1. GRACE COCOA LIMITED PARTNERS I, INC.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. October 8, 1992
Date authorized to do business in Florida

(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? March 11, 1997
5. G C Limited Partners I, 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.

New Duration

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

New Jurisdiction


Signature

Signature

Paul McMahon

Typed or printed name

March 21, 1997
Date

Vice President & Treasurer
Title

Tide

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "GRACE COCOA LIMITED PARTNERS I, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "GC LIMITED PARTNERS I, INC.", THE ELEVENTH DAY OF MARCH, A.D. 1997, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



2294702 8320

971097070

Edward J. Freel, Secretary of State

8389762

AUTHENTICATION:

03-25-97

DATE: