

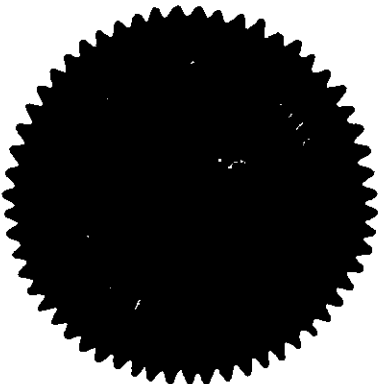


State of DELAWARE

Office of SECRETARY OF STATE

I, Robert H. Reed, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "KOPPERS COMPANY, INC.", as received and filed in
this office the second day of October, A.D. 1975, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this second *day*
of October *in the year of our Lord*
one thousand nine hundred and seventy-five.



Handwritten signature of Robert H. Reed in cursive script.

Robert H. Reed

Secretary of State

Handwritten signature of Grover A. Biddle in cursive script.

Grover A. Biddle Assistant Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

KOPPERS COMPANY, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of KOPPERS COMPANY, INC., resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this Company be amended by changing the first paragraph of Article numbered "FOURTH" thereof to read as follows:

FOURTH: The total number of shares of stock which this Corporation shall have authority to issue is twenty-one million three hundred thousand (21,300,000) of which three hundred thousand (300,000) shall be Cumulative Preferred Stock, having a par value of One Hundred Dollars (\$100.00) per share, one million (1,000,000) shall be Preference Stock, having no par value, and the remaining twenty million (20,000,000) shall be Common Stock, having a par value of Two Dollars and fifty cents (\$2.50) per share.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

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

FOURTH: That the aggregate amount of capital of said corporation will not be reduced as a result of said amendment.

IN WITNESS WHEREOF, said KOPPERS COMPANY, INC. has caused this certificate to be signed by Thomas C. Cochran, Jr., its Vice President, and John F. Ramser, its Assistant Secretary, and its corporate seal to be hereunto affixed, this 1st day of October, 1975.

(CORPORATE SEAL)

KOPPERS COMPANY, INC.

By s/ Thomas C. Cochran, Jr.
Vice President

ATTEST: s/ John F. Ramser
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

BE IT REMEMBERED that on this 1st day of October, A. D. , 1975,
personally came before me a Notary Public in and for the County and
Commonwealth aforesaid, Thomas C. Cochran, Jr., Vice President of
KOPPERS COMPANY, INC., a corporation of the State of Delaware, the
corporation described in and which executed the foregoing certificate, known
to me personally to be such, and he, the said Thomas C. Cochran, Jr.,
as such Vice President, duly executed said certificate before me and
acknowledged the said certificate to be his act and deed and the act and
deed of said corporation; that the signatures of the said Vice President and of
the Assistant Secretary of said corporation to said foregoing certificate are in
the handwriting of the said Vice President and Assistant Secretary of said
corporation respectively, and the seal affixed to said certificate is the
corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal
of office the day and year aforesaid.

(Notary Seal)

s/ Anne M. Horne
Notary Public
Pittsburgh, Allegheny County, Pa.
My Commission Expires
July 8, 1976.