

State of California

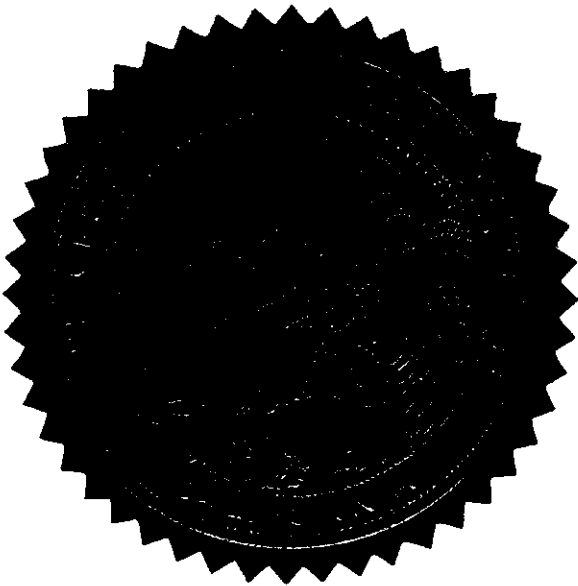
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

OCT 7 - 1977



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
COLLIER CARBON AND CHEMICAL CORPORATION
A CALIFORNIA CORPORATION

T. C. Henderson and H. E. Menter certify that: they are the duly elected and acting President and Secretary respectively of said Corporation.

The Articles of Incorporation of said Corporation shall be amended by revising ARTICLE ^{SECOND} /, and ARTICLE ^{FIFTH} /, to read as follows:

ARTICLE ^{SECOND}: The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE ^{FIFTH} shall be stricken in its entirety; which paragraph shall now read as follows:

ARTICLE ^{FIFTH}: The Corporation elects to be governed by all of the provisions of Division 1 of Title 1 of the California Corporations Code (as amended by act of the California Legislature 1975-76 regular session effective January 1, 1977 as defined in Section 2300 of the California General Corporation Law) not otherwise applicable to this Corporation under Chapter 23 of said Division I.

The foregoing amendments were approved by the required vote of the shareholders by Consent to Action Without Meeting in accordance with Section 902 of the California General Corporation Law;

The total number of votes entitled to vote with respect to the foregoing amendments were 5,000,000 shares; and the voting in favor of the amendments were unanimous. The foregoing amendments were also approved by the Board of Directors of said Corporation.

IN WITNESS WHEREOF, the undersigned have executed this certificate on OCTOBER 3, 1977.

By: T. C. Henderson
T. C. Henderson, President

By: H. E. Menter
H. E. Menter, Secretary

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at 461 So. Boylston St., Los Angeles, CA on OCTOBER 3, 1977.

T. C. Henderson
T. C. Henderson, President

H. E. Menter
H. E. Menter, Secretary

*American
Ranch
Society*