

Jun 15 6 43 AM '81
RECEIVED
U.S. DEPT. OF COMMERCE

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
CHURCH & DWIGHT CO., INC.

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
CHURCH & DWIGHT CO., INC.

CHURCH & DWIGHT CO., INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The Restated Certificate of Incorporation of this corporation is hereby amended as set forth in this Certificate of Amendment.

2. Article FOURTH of the Certificate of Incorporation is hereby amended to read as follows:

FOURTH: The total number of shares of Capital Stock which the Corporation shall have authority to issue is ten million (10,000,000), all of which shares are to be without par value.

No stockholder shall have any preemptive right to subscribe to any shares of stock of the corporation of any class, now or hereafter authorized or to any security convertible into such stock.


3. The amendment herein set forth to the Restated Certificate of Incorporation of this corporation have been duly adopted in accordance with the provisions of Section 242

of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, CHURCH & DWIGHT CO., INC. has caused its corporate seal to be hereunto affixed and this Certificate of Amendment to be signed by its Chairman of the Board and attested by its Vice President & Secretary this
28th day of May, 1981.

CHURCH & DWIGHT CO., INC.

BY


DWIGHT C. MINTON
Chairman of the Board



Attest:


DUNCAN D. DWIGHT
Vice President & Secretary

STATE OF NEW JERSEY :
: ss:
COUNTY OF MIDDLESEX :

BE IT REMEMBERED that on this *28th* day of May A.D. 1981, there personally came before me Florence Bogaenko, a Notary Public in and for the County and State aforesaid, Dwight C. Minton, Chairman of the Board of Church & Dwight Co., Inc., a corporation of the State of Delaware, and the corporation described in and which executed the foregoing Certificate of Amendment to the Restated Certificate of Incorporation, known to me personally to be such, and, he the said Dwight C. Minton, as such Chairman of the Board, duly executed said Certificate of Amendment to the Restated Certificate of Incorporation before me and acknowledged said Certificate of Amendment to the Restated Certificate of Incorporation to be the act and deed of said Church & Dwight Co., Inc. and that the facts stated therein are true.

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

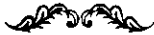

Florence Bogaenko
FLORENCE BOGAENKO

My Commission Expires

NOTARY PUBLIC OF NEW JERSEY
My Commission Expires November 14, 1983



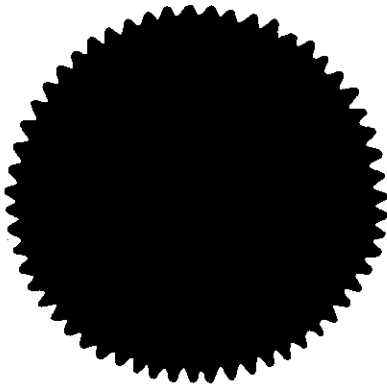
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton 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 "Church & Dwight Co., Inc.", as received and
filed in this office the third day of June, A.D. 1981, at 10 o'clock A.M.

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



Glenn C. Kenton

Glenn C. Kenton, Secretary of State