

State of Idaho

Department of State.

AMENDED CERTIFICATE OF AUTHORITY OF

W. R. GRACE & CO.

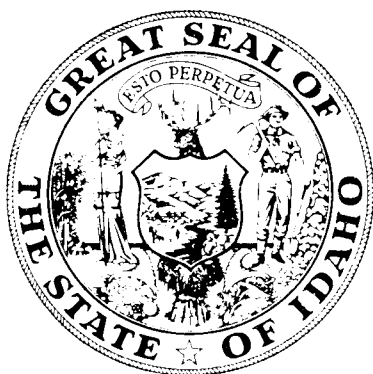
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of W. R. GRACE & CO.

_____ for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to W. R. GRACE & CO.-CONN

_____ to transact business in this State under the name W. R. GRACE & CO.-
CONN and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated June 9, 1988.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for this purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on February 12,
19 65, authorizing it to transact business in the State of Idaho under the name of _____
W.R. GRACE & CO.

2. Its corporate name has been changed to W.R. GRACE & CO. - CONN.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is W.R. GRACE & CO. - CONN.

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No Change

(Note: If no additional purposes are proposed, insert "No change.")

Dated _____, 19 _____

By _____

Its Senior Vice President

And _____

Its Assistant Secretary

STATE OF NY)

COUNTY OF NY) ss:

I, WALDO R. REGAN, a notary public, do hereby certify that on this

27 day of May, 19 66, personally appeared

(continued on reverse)

before me GAIL ERICKSON, who being by me first duly sworn,
declared that he is the Senior VP of W. R. Gnucc & Co. Conn.

that he signed the foregoing document as Senior Vice President of the corporation and
that the statements therein contained are true.

Wanda K. Regan

Notary Public

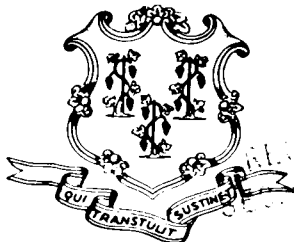
WANDA K. REGAN

Notary Public, State of New York

No. 4814449

Qualified in New York County

Commission Expires September 30, 1991



State of Connecticut

Office of Secretary of the State

88 JUN 9 AM 8 55

I, JULIA H. TASHJIAN Secretary of the State
and keeper of the seal thereof, DO HEREBY CERTIFY that a certificate
of merger of GRACE MERGER CORP. into W. R. GRACE & CO. both
Connecticut corporations, with a change of name to W. R. GRACE &
CO.-CONN. was filed in this office on May 25, 1988_____



In Testimony Whereof, I have hereunto

set my hand and affixed the Great Seal of the State of
Connecticut, at Hartford, this 3rd day of JUNE 1988.

Julia H. Tashjian

Secretary of the State