

State of Connecticut

OFFICE OF SECRETARY OF THE STATE

} SS.

HARTFORD.

I hereby certify that the foregoing is a true copy of record in this office

IN TESTIMONY WHEREOF, I have hereunto set my
hand, and affixed the Seal of said State, at
Hartford, this 23rd day
of June A.D., 19 78

Colene Schaffer

Secretary of the State

REV'D
TYPE
D.F.

CERTIFICATE AMENDING CERTIFICATE OF
INCORPORATION
OF
W. R. GRACE & CO.

The undersigned being a Senior Vice President and
an Assistant Secretary of W. R. GRACE & CO., a Connecticut
corporation, DO HEREBY CERTIFY:

- (1) The name of the Corporation is W. R. Grace & Co.
- (2) The Certificate of Incorporation is amended
only as follows:

Paragraph (a) of Section 2 of the
Certificate of Incorporation is hereby
amended to increase the number of shares
of Common Stock which the Corporation
shall be authorized to issue to
75,000,000.

- (3) Resolutions approving the above amendment were
adopted by the Board of Directors and by shareholders under
sections 33-360 and 33-392 of the Stock Corporation Act.

- (4) The shareholder vote required to adopt the
amendment resolution was the affirmative vote of the
holders of at least a majority of the voting power of the
outstanding Common Stock voting as a class, and of at least
a majority of the aggregate voting power of the outstanding
perferred and common stocks.

Sec'd Taken 6/17/50

50,000,000
20,000,000
75,000,000

JUN 14 1950

The designation and number of shares of each class outstanding and entitled to vote on the amendment resolution, the voting power thereof and the vote of each such class for the amendment resolution was as follows:

<u>Designation of each class</u>	<u>No. of shares outstanding and entitled to vote</u>	<u>No. of votes represented by such shares</u>	<u>No. of votes cast for amendment resolution</u>
(1) Shares entitled to vote as class			
Common	37,917,173	37,917,173	29,496,198
(2) All other shares entitled to vote			
Preferred	24,718	1,977,440	1,804,240
Class A Pref.	33,827	270,616	212,776
Class B Pref.	30,643	245,144	187,120
(3) Total of (1) and (2)			
	38,006,361	40,410,373	31,700,334

We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of said Corporation this 12th day of June, 1978, in New York, New York.

FILED
STATE OF CONNECTICUT

JUN 14 1978

By Glenn Schmitt SECRETARY OF STATE
A.M.
P.M.

Robert T. Hill
Senior Vice President

Charles E. Hill
Assistant Secretary