State of Connecticut
OFFICE OF SECRETARY OF THE STATE

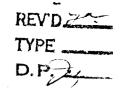
SS.

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., 1978

HARTFORD.

Secretary of the State



## 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.

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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:

Designation of each class	No. of shares outstanding and entitled to vote	No. of votes represented by such shares	No. of votes cast for amendment resolution
(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 f(x) day of June,

1978, in New York, New York.

FILED
STATE OF CONNECTICUT

Senior Vice President

JUN 1 4 1978

Clare Shifty Secretary of State

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Assistant Secretary