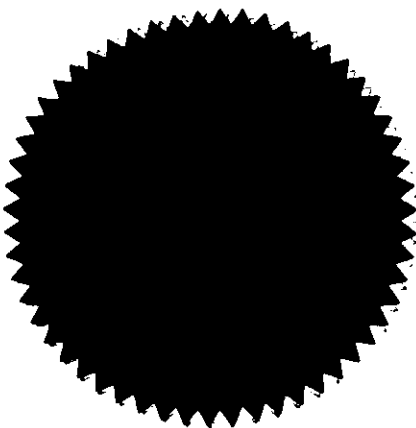


I, the Secretary of State of the State  
of New Jersey, do hereby Certify that the foregoing is a true  
copy of Certificate of Change of Corporate Name of UNIROVAL, INC. to  
UNITED STATES RUBBER COMPANY, INC.

\_\_\_\_\_ and the endorsements thereon,  
as the same is taken from and compared with the original filed  
in my office on the 27th day of February A.D.  
1967, and now remaining on file and of record therein.

In Testimony Whereof, I have hereunto  
set my hand and affixed my Official  
Seal at Trenton, this 27th  
day of February A.D. 1967



John R. L. M.  
Secretary of State

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF

UNIROYAL, INC.

UNIROYAL, INC., a corporation duly organized under the laws of the State of New Jersey, by its President and Secretary, does hereby certify that:

FIRST: The principal office of the corporation in the State of New Jersey is at One Exchange Place, c/o The First National Bank of Jersey City, Jersey City, County of Hudson, and the agent therein and in charge thereof and upon whom process against the corporation may be served is August H. Lages.

SECOND: The following amendment has been adopted in accordance with the provisions of the General Corporation Law of the State of New Jersey by the Board of Directors passing a resolution that said amendment is advisable and by the vote in favor of said amendment by at least two-thirds in interest of each class of stockholders having voting powers:

Article FIRST of the Certificate of Incorporation is deleted in its entirety and the following new Article is substituted in lieu thereof:

"FIRST: The name of the corporation (hereinafter called the corporation) is **UNITED STATES RUBBER COMPANY, INC.**"

IN WITNESS WHEREOF, the said UNIROYAL, INC. has made under its corporate seal and signed by Lawrence D. Lenihan, its President, and Laurence R. Martin, its Secretary, the foregoing certificate, and the said Lawrence D. Lenihan, as President, and the said Laurence R. Martin, as Secretary, have hereunto respectively set their hands and caused the corporate seal of the said corporation to be affixed this 20th day of February, 1967.

UNIROYAL, INC.

(CORPORATE SEAL)

Lawrence D. Lenihan  
President

Attest:

Laurence R. Martin  
Secretary

Laurence R. Martin  
Secretary

STATE OF NEW YORK :  
: SS.:  
COUNTY OF NEW YORK

BE IT REMEMBERED, that on this 20th day of February, A. D. 1967, before me, the subscriber, a Notary Public of the State of New York, authorized to take acknowledgments and proofs in the County and State of New York (and I do hereby certify that I am such Notary Public, as witness my hand and official seal), personally appeared LAURENCE R. MARTIN, Secretary of UNIROYAL, INC., the corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is the Secretary of said corporation; that the seal affixed to said certificate is the corporate seal of said corporation, the same being well known to him, that it was affixed by order of said corporation; that LAWRENCE D. LENIHAN is the President of said corporation; that he saw said LAWRENCE D. LENIHAN as such President sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said corporation by its order and by authority of its Board of Directors and by the vote, either in person or by proxy, duly constituted and thereunto duly authorized, of more than two-thirds in interest of said stockholders for the uses and purposes therein expressed, and that said LAURENCE R. MARTIN signed his name thereto at the same time as subscribing witness.

Laurence R. Martin

Subscribed and sworn to before  
me in the County of New York,  
State of New York, this 20th day  
of February, 1967, as witness my  
hand and official seal.

Carl E. Person  
Notary Public

CARL E. PERSON  
NOTARY PUBLIC, State of New York  
No. 31-3068710  
Qualified in New York County  
Commission Expires March 30, 1967