

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CELANESE CORPORATION OF AMERICA

WE, R. O. GILBERT and M. V. SNOW, being respectively a Vice President and an Assistant Secretary of CELANESE CORPORATION OF AMERICA (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, HEREBY CERTIFY:

I. That the Certificate of Incorporation of the Corporation has been duly amended in the following particulars:

(a) Article FIRST has been amended to read as follows:

"FIRST: The name of the Corporation is CELANESE CORPORATION.";

and

(b) The first sentence of Article FOURTH has been amended to read as follows:

"FOURTH: The total number of shares of all classes of stock, which the Corporation shall have authority to issue is 26,041,000, divided into 908,602 shares of Preferred Stock of the par value of \$100 per share, 100,000 shares of Convertible Preference Stock without par value, 32,398 shares of 1% Second Preferred Stock of the par value of \$100 per share and 25,000,000 shares of Common Stock without par value."

II. That the said amendments of the Certificate of Incorporation as above set forth have been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, and that the capital of the Corporation will not be reduced under or by reason of the said amendments.

IN WITNESS WHEREOF, we have made this Certificate under the seal of the Corporation and signed the same this 13th day of April, 1966.

R. O. GILBERT  
*Vice President*

M. V. SNOW  
*Assistant Secretary*

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